

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Wayzata Corporate Partners LLC,

Debtor.

BKY 03-45135

Chapter 11 Case

**NOTICE OF HEARING AND APPLICATION FOR ALLOWANCE
OF FEES AND EXPENSES FOR ATTORNEY FOR DEBTOR**

TO: The entities specified in Local Rules 2016-1 and 9013-3.

1. Henson & Efron, P.A. hereby makes application for allowance of fees and reimbursement of costs and gives notice of hearing herewith.

2. The Court will hold a hearing on this Application at 10:30 a.m. on October 6, 2004 or as soon thereafter as counsel may be heard, in Courtroom No. 8 West, United States Bankruptcy Court, 300 South Fourth Street, Minneapolis, Minnesota.

3. Any response to this Application must be filed and delivered not later than September 29, 2004, which is seven days prior to the time set for hearing (including Saturdays, Sundays and holidays), or filed and served by mail not later than September 26, 2004, which is ten days before the date set for the hearing (including Saturdays, Sundays and holidays).

**UNLESS A RESPONSE OPPOSING THE APPLICATION IS TIMELY FILED, THE
COURT MAY GRANT THE APPLICATION WITHOUT A HEARING.**

4. The Court has jurisdiction over this Application under 28 U.S.C. §§ 157 and 1334 and Fed. R. Bankr. P. 5005. This is a core proceeding. The petition commencing this bankruptcy case was filed on July 18, 2003 ("Filing Date" or "Petition Date"). The case is now pending in this Court.

5. This Application arises under 11 U.S.C. §§ 330. This Application is filed under Fed. R. Bankr. P. 2016 and Local Rule 2016-1. Applicant requests allowance of compensation for professional services rendered and for reimbursement of expenses.

6. By Order dated July 21, 2003, Kampf & Associates, P.A. was authorized to render services to the Debtor in this case. A copy of that Order is attached as Exhibit A-1. Kampf & Associates, P.A. merged with Henson & Efron, P.A. By Order dated January 5, 2004, Henson & Efron, P.A. was authorized to render services to the Debtor in this case. A copy of that Order is attached as Exhibit A-2. Where applicable, reference to “Applicant” includes both Henson & Efron, P.A. and Kampf & Associates, P.A.

7. The Debtor paid a retainer in the aggregate amount of \$20,830.00. Reductions from that retainer were as follows (the dates stated below are the dates the draws were posted):

| | | |
|----------|-------------------------------------|-------------|
| Retainer | | \$20,830.00 |
| 8/28/03 | Draw to pay pre-petition invoice(s) | (501.50) |

After such reductions, the retainer balance available to apply to post-petition fees and costs was \$20,328.50.

8. To the best of Applicant's knowledge, there are no allowed administrative expenses, other than Applicant's fees and expenses requested herein as of the date of this application.

9. To the best of Applicant's knowledge, Debtor is making all payments on post petition obligations as they become due and is not in arrears on any of its post petition obligations at this time.

10. To the best of Applicant's knowledge, all quarterly fees have been paid as required to the United States Trustee and all monthly operating reports have been filed by the Debtor.

11. The status of the Debtor's Chapter 11 case, including the filing of the Debtor's plan of reorganization is as follows: Plan was confirmed on August 4, 2004.

12. Applicant has incurred fees for services rendered to the Debtor and has incurred costs for expenses to be reimbursed by the Debtor and/or for costs advanced on behalf of the Debtor.

13. From July 8, 2003 through August 4, 2004 ("Application Period"), Applicant has incurred fees and expenses each month or partial month as follows:

| <u>Month</u> | <u>Fees</u> | <u>Costs</u> | <u>Total</u> |
|--------------------------------------|---------------------|-------------------|---------------------|
| July, 2003 | \$5,243.50 | \$2.03 | \$5,245.53 |
| August, 2003 | \$9,087.00 | \$112.75 | \$9,199.75 |
| September, 2003- October 15, 2003 | \$5,803.00 | \$1,545.58 | \$7,348.58 |
| October 15-31, 2003 | \$6,524.00 | \$8.96 | \$6,532.96 |
| November, 2003 | \$7,533.50 | \$0.00 | \$7,533.50 |
| December, 2003 | \$29,697.00 | \$261.84 | \$29,958.84 |
| January, 2004 | \$45,961.00 | \$3,293.97 | \$49,254.97 |
| February, 2004 | \$6,666.00 | \$597.23 | \$7,263.23 |
| March, 2004 | \$4,353.00 | \$260.20 | \$4,613.20 |
| April, 2004 | \$6,861.00 | \$9.23 | \$6,870.23 |
| May, 2004 | \$1,326.00 | \$45.43 | \$1,371.43 |
| June, 2004 | \$871.00 | \$519.61 | \$1,390.61 |
| July, 2004 through 8/4/04 | \$540.00 | \$51.41 | \$591.41 |
| <i>Total:</i> | <i>\$131,414.00</i> | <i>\$6,708.24</i> | <i>\$138,122.24</i> |

Applicant requests allowance in the total amount of fees and costs set forth above (“Requested Fees and Expenses.”) A summary of the services performed, by category and by timekeeper, and of the hourly rates for the people performing the services is provided in Exhibit B. A statement of the detailed time entries, grouped by category, is attached as Exhibit C.

14. During the Application Period, Applicant rendered professional services in the following categories as further described below:

| | | |
|---|-------------------------------|--------------------|
| <u>General Case Administration</u> | Total Fees in Category | \$ 2,589.50 |
| | Total Time in Category | 13.6 hours |

Services in this category include analysis of issues, deadlines and file; review of lien search; communications with client regarding monthly reporting, and other general case matters.

| | | |
|--------------------------------------|-------------------------------|--------------------|
| <u>Petition and Schedules</u> | Total Fees in Category | \$ 1,868.00 |
| | Total Time in Category | 8.45 hours |

Services in this category include preparing petition and schedules; reviewing documents in preparation of and production on petition and schedules.

| | | |
|---|-------------------------------|------------------|
| <u>Cash Collateral and Financing</u> | Total Fees in Category | \$ 436.00 |
| | Total Time in Category | 3/3 hours |

Services in this category include drafting of contingency agreement, and preparation of motion for post petition financing and stipulation.

| | | |
|---|-------------------------------|--------------------|
| <u>Lift Stay and Other Motions</u> | Total Fees in Category | \$ 3,686.00 |
| | Total Time in Category | 20.9 hours |

Services in this category include preparation of adequate protection stipulation, preparation of stipulation for extension of answer, responses to lift stay and dismissal motions and other general matters related to lift stay issues.

| | | |
|--|-------------------------------|---------------------|
| <u>Executory Contract and Leases; and Use, Sale and Lease of Property</u> | Total Fees in Category | \$ 20,341.00 |
| | Total Time in Category | 450.2 hours |

Services in this category include matters pertaining to existing contracts and leases, analysis regarding same, preparation of motion to extend time, and numerous other issues related to debtor’s leases and contracts.

| | | |
|---|-------------------------------|------------------|
| <u>Applications to Employ and Fee Applications</u> | Total Fees in Category | \$ 653.00 |
| | Total Time in Category | 6.2 hours |

Services include preparation of supplemental application to employ attorney and preparation of fee application.

| | | |
|--|-------------------------------|--------------------|
| <u>Creditor Calls, Negotiations and Claims Administration</u> | Total Fees in Category | \$ 4,632.50 |
| | Total Time in Category | 23.85 hours |

Services in this category include numerous telephone conferences and correspondence with creditors, matters involving mechanics lien, and matters involving Meeting of Creditors.

| | | |
|-----------------------------------|-------------------------------|---------------------|
| <u>Plan and Disclosure</u> | Total Fees in Category | \$ 12,834.50 |
| | Total Time in Category | 70.6 hours |

Services include drafting of plan and disclosure statement and numerous telephone calls to client gathering information for same, communication with opposing attorney, and revisions to documents. All services were necessary for Debtor's effective reorganization and were performed on behalf of debtor.

| | | |
|-------------------------------------|-------------------------------|---------------------|
| <u>Adversary Proceedings</u> | Total Fees in Category | \$ 84,213.00 |
| | Total Time in Category | 456.55 hours |

Services in this category include lengthy preparation, numerous communications, drafting of documents and communications, deposition attendance, court attendance, and other matters related to adversary proceeding.

| | | |
|------------------------------|-------------------------------|------------------|
| <u>Trustee Issues</u> | Total Fees in Category | \$ 160.50 |
| | Total Time in Category | 1.0 hours |

Services in this category include communications with client and client's CFO re trustee reporting.

15. In addition, Applicant has incurred actual and necessary expenses during the Application Period in the total amount of \$6,708.24. A summary of the expenses is set forth in Exhibit B. The Applicant charges a unit cost of \$.20 per page for copying costs.

16. Applicant has not made any prior request for allowance of fees and costs.

17. Pursuant to the procedure provided for in Instruction 8(c) of the Instructions for Filing a Chapter 11 Case, adopted by the Court effective January 27, 2003, the Debtor made

certain payments to Applicant during the Chapter 11 case either directly or by draw on the retainer. The total payment from the retainer was \$20,328.50 resulting in a current retainer balance of \$0.00 (zero). The total payments directly from the client were \$28,000.00 as of August 4, 2004. The payments made resulted in an outstanding unpaid balance of \$89,793.74 in fees and costs, as of August 4, 2004, of the Requested Fees and Costs.

18. The Debtor has received copies of the invoices underlying this Application and this Application has been provided to the Debtor for its review.

19. All services for which compensation is requested by Applicant were performed for and on behalf of the Debtor and not on behalf of any committee, creditor, or other person.

20. The Requested Fees and Expenses constitute reasonable compensation for actual necessary services rendered by Applicant based on the nature, the extent and the value of such services, the time spent on such services and the cost of comparable services other than in a case under Title 11, and constitute reasonable expenses incurred on behalf of the Debtor.

21. Applicant has not entered into any agreement, express or implied, with any other party in interest including debtors, any creditor, receiver, trustee, or any representative of any of them, or with any attorneys for such party in interest in the proceedings, for the purpose of fixing fees or other compensation to be paid to such party in interest in the proceedings for services rendered or expenses incurred in connection therewith from the assets of the estate in excess of the compensation allowed by law.

WHEREFORE, Applicant respectfully requests that the Court enter its Order:

(1) Allowing compensation to Henson & Efron, P.A. in the amount of the Requested Fees and Expenses;

(2) Authorizing and directing the Debtor to remit, after any application of the retainer as provided for in Term 2 above and taking into account prior payments, the outstanding balance of the fees and expenses allowed Henson & Efron, P.A.; and

- (3) Granting any other relief the Court deems just and proper.

HENSON & EFRON, P.A.

Dated: September 4, 2004

/e/ William I. Kampf
William I. Kampf (#53387)
Joel D. Nessel (030475x)
220 South Sixth Street, Ste 1800
Minneapolis, MN 55402
Telephone: 612-339-2500

VERIFICATION

I, William I. Kampf, of Henson & Efron, P.A., the Applicant named in the foregoing Notice of Hearing and Application, declare under penalty of perjury that the foregoing is true and correct according to the best of my knowledge, information, and belief.

Dated: September 4, 2004

/e/ William I. Kampf

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Wayzata Corporate Partners, LLC,

Debtor.

ORDER APPROVING
EMPLOYMENT OF ATTORNEYS

BKY 03-45135

At Minneapolis, Minnesota, July 21, 2003.

Based on the application filed on July 21, 2003, by the debtor in possession pursuant to 11 U.S.C. § 327(a);

IT IS ORDERED:

1. The employment by the debtor in possession of Kampf & Associates, P.A, to represent the debtor in possession in carrying out its duties under Title 11 is approved.

2. Fee applications by Kampf & Associates, P.A., may be heard on 90-day intervals from commencement of the case.

3. The debtor is authorized to pay monthly invoices of Kampf & Associates, P.A., under the procedures in Instruction No. 8(c) of the Instructions for Filing a Chapter 11 Case, adopted by this court effective January 27, 2003.


ROBERT J. KRESSEL
UNITED STATES BANKRUPTCY JUDGE

lmh

5-1

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Wayzata Corporate Partners, LLC,

ORDER APPROVING EMPLOYMENT OF
ATTORNEYS

Debtor.

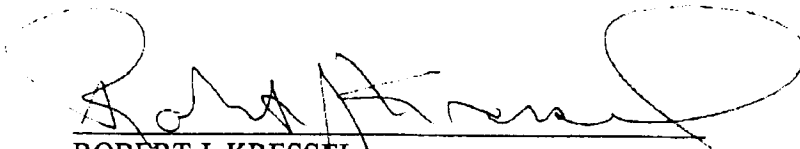
BKY 03-45135

At Minneapolis, Minnesota, January 5, 2004.

Based on the application filed on December 22, 2003, by the debtor in possession pursuant to 11 U.S.C. § 327(a);

IT IS ORDERED:

1. The employment by the debtor in possession of Henson & Efron, P.A., to represent the debtor in possession in carrying out its duties under Title 11 is approved.
2. Fee applications by Henson & Efron, P.A., may be heard on 90-day intervals from commencement of the case.
3. The debtor is authorized to pay monthly invoices of Henson & Efron, P.A., under the procedures in Instruction No. 8(c) of the Instructions for Filing a Chapter 11 Case, adopted by this court effective January 27, 2003.


ROBERT J. KRESSEL

UNITED STATES BANKRUPTCY JUDGE

| | |
|--|-------------|
| NOTICE OF ENTRY AND FILING ORDER OR JUDGMENT | |
| Filed and Docket Entry made on | JAN 05 2004 |
| Patrick S. De Wano, Clerk, By | mb |

44-1

EXHIBIT B
SUMMARY OF FEES AND EXPENSES

| | WIK (hrs/amt) | MLC (hrs/amt) | JDN (hrs/amt) | DBO (hrs/amt) | MHM (hrs/amt) | KMD (hrs/amt) | SRJ (hrs/amt) | GMS (hrs/amt) | DMS (hrs/amt) |
|--|---------------------|--------------------|-----------------------|----------------------|----------------------|------------------|--------------------|------------------|--------------------|
| General Case Administration | 1.5/ \$442.50 | 6.5/ \$1365.00 | 5.4/ \$730.00 | 0.2/ \$52.00 | - | - | - | - | - |
| Petition and Schedules | 1.1/ \$324.50 | 7.35/ \$1543.50 | - | - | - | - | - | - | - |
| Cash Collateral and Financing | - | - | 3.3/ \$436.00 | - | - | - | - | - | - |
| Lift Stay and Other Motions | 3.3/ 1072.50 | - | 17.6/ \$2613.50 | - | - | - | - | - | - |
| Executory Contracts; Unexpired Leases; Use, Sale and Lease of Property | 28.2/ \$8862.00 | 2.0/ \$420.00 | 79.0/ \$11059.00 | - | - | - | - | - | - |
| Applications to Employ and Fee Applications | 0.5/ \$162.50 | 0.1/ \$21.00 | - | - | - | - | - | 5.6/ \$469.50 | - |
| Creditor Calls; Negotiations; Claim Objections | 8.2/ \$2491.00 | 1.45/ \$304.50 | 14.0/ \$1820.00 | - | - | - | - | 0.2/ \$17.00 | - |
| Plan and Disclosure Statement | 11.1/ \$3489.50 | 0.3/ \$66.00 | 59.2/ \$9279.00 | - | - | - | - | - | - |
| Adversary Proceedings | 20.1/ \$6268.50 | 2.5/ \$567.00 | 68.05/ \$10233.50 | 126.8/ \$31640.50 | 162.8/ \$26051.00 | 5.8/ \$638.00 | 58.4/ \$7429.50 | 1.8/ \$149.00 | 10.3/ \$1236.00 |
| Trustee Issues | - | - | 1.0/ \$160.50 | - | - | - | - | - | - |
| Total | 74/0/ \$23113.00 | 20.2/ \$4287.00 | 247.55/ \$36331.50 | 127.0/ \$31692.50 | 162.8/ \$26051.00 | 5.8/ \$638.00 | 58.4/ \$7429.50 | 7.6/ \$635.50 | 10.3/ \$1236.00 |

EXHIBIT B (cont.)

Hourly Rates:

| <u>Initials</u> | <u>Name</u> | <u>Position</u> | <u>Hourly Billing Rate</u> |
|-----------------|-------------------|-----------------|--|
| WIK | William I. Kampf | Attorney | \$295.00/July - Oct, 2003 \$300.00/Nov - Dec, 2003 \$325.00/2004 |
| MLC | Mary L. Cox | Attorney | \$210.00/July - Oct, 2003 \$220.00/Nov - Dec, 2003 \$230.00/2004 |
| JDN | Joel D. Nessel | Attorney | \$130.00/July - Oct, 2003 \$150.00/Nov - Dec, 2003 \$165.00/2004 |
| DBO | David B. Olson | Attorney | \$245.00/2003 \$260.00/2004 |
| MHM | Matthew H. Morgan | Attorney | \$155.00/2003 \$165.00/2004 |
| KMD | Kathy M. Davis | Attorney | \$110.00/2003 |
| SRJ | Sharon R. Jenkins | Paralegal | \$125.00/2003 \$130.00/2004 |
| GMS | Getey M. Steinke | Paralegal | \$75.00/July - Oct, 2003 \$80.00/Nov - Dec, 2003 \$85.00/2004 |
| DMS | Donna M. Smith | Paralegal | \$130.00/2004 |

Applicant certifies that its hourly rates are the same for both bankruptcy and non-bankruptcy matters. Applicant further certifies that its charges for expenses and disbursements are actual and necessary costs of the administration of the estate.

EXHIBIT B (cont.)

SUMMARY OF EXPENSES INCURRED

| <u>Date</u> | <u>Expense Item</u> | <u>Expense Amount</u> | |
|-------------|--|---------------------------|-------------------|
| 7/31/03 | Postage Cost | \$2.03 | |
| | <i>Total Expenses for July, 2003</i> | | <i>\$2.03</i> |
| 8/31/03 | UCC Search fee | \$112.75 | |
| | <i>Total Expenses for August, 2003</i> | | <i>\$112.75</i> |
| 9/3/03 | Filing fee | \$150.00 | |
| 9/30/03 | Copying Cost | \$196.00 | |
| 9/30/03 | Postage Cost | \$47.68 | |
| 9/30/03 | Filing Fee | \$830.00 | |
| 9/30/03 | Court Reporter Cost | \$80.00 | |
| 10/10/03 | UCC Search fee | \$28.00 | |
| 10/15/03 | Copying Cost | \$184.80 | |
| 10/15/03 | Postage Cost | \$29.10 | |
| | <i>Total Expenses September 1-October 15, 2003</i> | | <i>\$1,545.58</i> |
| 10/31/03 | Postage Cost | \$8.96 | |
| | <i>Total Expenses October 16-31 2003</i> | | <i>\$8.96</i> |
| 12/3/03 | Postage Cost | \$36.24 | |
| 12/16/03 | Westlaw | \$179.08 | |
| 12/24/03 | Court fee for tape of hearing | \$26.00 | |
| 12/24/03 | Long Distance Telephone | \$0.12 | |
| 12/24/03 | Copy Cost | \$20.40 | |
| | <i>Total Expenses December, 2003</i> | | <i>\$261.84</i> |
| 1/2/04 | Witness/Mileage Fees, | \$50.00 | |
| 1/7/04 | Litigation Copies | \$209.67 | |
| 1/8/04 | Witness Fee | \$50.00 | |
| 1/8/04 | Filing Fee | \$25.00 | |
| 1/9/04 | Witness Fee | \$50.00 | |

| | | |
|---------|---------------------------|------------|
| 1/9/04 | Litigation Copies | \$11.40 |
| 1/12/04 | Litigation Copies | \$1,230.68 |
| 1/12/04 | Delivery Expense | \$9.10 |
| 1/15/04 | Subpoena Expense | \$23.00 |
| 1/15/04 | Legal Process Service | \$60.00 |
| 1/15/04 | Legal Process Service | \$31.00 |
| 1/15/04 | Photocopies, Stahl Const. | \$63.75 |
| 1/15/04 | Delivery Expense | \$29.00 |
| 1/15/04 | Delivery Expense | \$34.00 |
| 1/19/04 | Westlaw | \$15.56 |
| 1/19/04 | Westlaw | \$274.90 |
| 1/20/04 | Copying Expense | \$53.50 |
| 1/20/04 | Copying Expense | \$8.35 |
| 1/20/04 | Copying Expense | \$33.26 |
| 1/22/04 | Filing Fee | \$10.00 |
| 1/22/04 | Deposition Costs | \$508.40 |
| 1/29/04 | Delivery Expense | \$30.00 |
| 1/30/04 | Legal Process Service | \$60.00 |
| 1/30/04 | Legal Process Service | \$85.00 |
| 1/30/04 | Copy Cost | \$338.40 |

Total Expenses for January, 2004

\$3,293.97

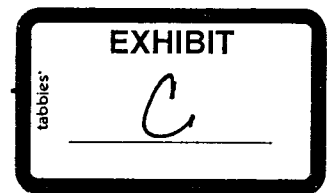
| | | |
|---------|----------------------------|------------|
| 2/3/04 | Legal Process Service | 160.00 |
| 2/3/04 | Legal Process Service | \$75.00 |
| 2/3/04 | Legal Process Service | \$20.00 |
| 2/4/04 | Filing Fee | \$60.00 |
| 2/9/04 | Hennepin Cty Recording Fee | \$10.00 |
| 2/9/04 | Hennepin Cty Records | \$2.00 |
| 2/9/04 | Legal Process Service | 90.00 |
| 2/9/04 | Legal Process Service | \$90.00 |
| 2/11/04 | Delivery Cost | \$25.10 |
| 2/11/04 | Delivery Cost | \$14.40 |
| 2/11/04 | Delivery Cost | \$14.40 |
| 2/13/04 | Legal Process Service | \$20.00 |
| 2/13/04 | Legal Process Service | \$40.00 |
| 2/18/04 | Westlaw | \$14.41 |
| 2/18/04 | Westlaw | \$86.07 |
| 2/18/04 | Long Distance Cost | \$2.35 |
| 2/18/04 | Copying Cost Refund | (\$126.50) |

Total Expenses for February, 2004

\$597.23

| | | |
|---------|-----------------------|---------|
| 3/11/04 | Legal Process Service | \$20.00 |
| 3/11/04 | Legal Process Service | \$40.00 |

| | | | |
|--|--------------------|----------|--------------------------|
| 3/16/04 | Westlaw | \$20.18 | |
| 3/31/04 | Postage Cost | \$28.38 | |
| 3/31/04 | Long Distance Cost | \$0.04 | |
| 3/31/04 | Copy Cost | \$151.60 | |
| <i>Total Expense for March, 2004</i> | | | <i>\$260.20</i> |
| 4/30/04 | Long Distance Cost | \$2.03 | |
| 4/30/04 | Copy Cost | \$7.20 | |
| <i>Total Expense for April, 2004</i> | | | <i>\$9.23</i> |
| 5/31/04 | Fax Cost | \$1.37 | |
| 5/31/04 | Long Distance Cost | \$0.06 | |
| 5/31/04 | Copy Cost | \$44.00 | |
| <i>Total Expense for May, 2004</i> | | | <i>\$45.43</i> |
| 6/30/04 | Postage Cost | \$13.20 | |
| 6/30/04 | Postage Cost | \$97.28 | |
| 6/30/04 | Long Distance Cost | \$0.33 | |
| 6/30/04 | Copy Cost | \$408.80 | |
| <i>Total Expense for June, 2004</i> | | | <i>\$519.61</i> |
| 7/31/04 | Postage Cost | \$19.61 | |
| 7/31/04 | Copy Cost | \$31.80 | |
| <i>Total Expense for July, 2004-August 4, 2004</i> | | | <i>\$51.41</i> |
| <u>Grand Total Expenses:</u> | | | <u>\$6,708.24</u> |



Kampf & Associates P.A.
901 Foshay Tower
821 Marquette Avenue South
Minneapolis, MN 55402

Invoice submitted to:
Wayzata Corporate Partners
c/o Andreas Development, D. Luse
7525 Mitchell Rd, Ste 110
Eden Prairie MN 55344

August 26, 2003

Invoice #14514

Professional Services

| | <u>Hrs/Rate</u> | <u>Amount</u> |
|--|-------------------|---------------|
| <u>Applications</u> | | |
| 7/21/2003 MLC Follow up re filing of application to employ. | 0.10 210.00/hr | 21.00 |
| SUBTOTAL: | [0.10 | 21.00] |
| <u>Creditor Calls</u> | | |
| 7/21/2003 MLC Telephone call with attorney for landlord | 0.25 210.00/hr | 52.50 |
| 7/30/2003 MLC Telephone call with Eschelon. Analysis of issues re Eschelon | 0.40 210.00/hr | 84.00 |
| 7/31/2003 MLC Analysis of issue regarding mech. lien claims. | 0.50 210.00/hr | 105.00 |
| SUBTOTAL: | [1.15 | 241.50] |
| <u>Executory Contracts</u> | | |
| 7/28/2003 WIK Review lease issues | 0.60 295.00/hr | 177.00 |
| JDN File Review - Legal Research: Lease termination issues | 6.40 130.00/hr | 832.00 |

| | | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------------|-----|---|-------------------|---------------|
| 7/29/2003 | JDN | File Review - Legal Research: Lease termination issues; draft memo | 4.30 130.00/hr | 559.00 |
| | JDN | Legal Research - file review: Lease termination issues - draft memo; draft letter to lessor's attorney | 6.30 130.00/hr | 819.00 |
| 7/30/2003 | JDN | Phone call from client; draft letter; legal research/file review: lease termination | 1.30 130.00/hr | 169.00 |
| 7/31/2003 | MLC | Analysis of issues regarding landlord | 0.50 210.00/hr | 105.00 |
| SUBTOTAL: | | | [19.40 | 2,661.00] |
| <u>General</u> | | | | |
| 7/18/2003 | MLC | Communications wiht client. Review letter/notice of termination. Analysis of issues. Communication with client. Draft Chapter 11 documents, including app to employ. Communications with client re docs. Draft letter to landlord re filing. | 4.00 210.00/hr | 840.00 |
| 7/21/2003 | MLC | Organize file, parties and deadlines | 0.25 210.00/hr | 52.50 |
| 7/23/2003 | MLC | Analysis of issue regarding post petition funding. | 0.30 210.00/hr | 63.00 |
| 7/25/2003 | MLC | Analysis of deadlines | 0.10 210.00/hr | 21.00 |
| 7/26/2003 | MLC | Analysis of tasks. Arrange for file organization, etc. | 0.50 210.00/hr | 105.00 |
| 7/28/2003 | MLC | Telephone call with client regarding publication. Review information from client regarding leases, etc. | 0.30 210.00/hr | 63.00 |
| 7/31/2003 | MLC | Review Lien search. Analysis of strategy issues | 0.50 210.00/hr | 105.00 |
| SUBTOTAL: | | | [5.95 | 1,249.50] |
| <u>Petition</u> | | | | |
| 7/8/2003 | MLC | Telephone call with client re worksheets. | 0.40 210.00/hr | 84.00 |
| 7/21/2003 | MLC | Telephone call with client re amended Top 20. Revise. | 0.50 210.00/hr | 105.00 |

| | <u>Hrs/Rate</u> | <u>Amount</u> |
|--|-------------------|---------------|
| 7/22/2003 MLC Telephone call with Dale Johnson re top twenty | 0.25 210.00/hr | 52.50 |
| 7/28/2003 WIK Draft schedules | 0.60 295.00/hr | 177.00 |
| MLC Follow up regarding schedule completion | 0.20 210.00/hr | 42.00 |
| 7/31/2003 MLC Receipt and review schedules. Communication with client re creditors | 1.50 210.00/hr | 315.00 |
| SUBTOTAL: | [3.45 | 775.50] |
| For professional services rendered | 31.05 | \$5,243.50 |
| Additional Charges : | | |
| <u>General</u> | | |
| 7/31/2003 Postage, July 2003 | | 2.03 |
| SUBTOTAL: | | [2.03] |
| Total costs | | \$2.03 |
| Total amount of this bill | | \$5,245.53 |
| Balance due | | \$5,245.53 |

Kampf & Associates P.A.
901 Foshay Tower
821 Marquette Avenue South
Minneapolis, MN 55402

Invoice submitted to:
Wayzata Corporate Partners
c/o Andreas Companies
708 East Lake St
Wayzata MN 55391

August 31, 2003

Invoice #14568

Professional Services

Hrs/Rate Amount

Adversary

| | | | | |
|-----------|-----|--|-------------------|---------|
| 8/18/2003 | JDN | Prepare complaint. Two telephone calls with client. File Review. | 2.40 130.00/hr | 312.00 |
| 8/29/2003 | JDN | Three telephone calls with client. Prepare complaint. File research. | 1.40 130.00/hr | 182.00 |
| SUBTOTAL: | | | [3.80 | 494.00] |

Cash Collateral

| | | | | |
|-----------|-----|---|-------------------|---------|
| 8/11/2003 | JDN | Review govt documents. Telephone conference with client re: capital contribution. | 1.20 130.00/hr | 156.00 |
| 8/14/2003 | JDN | Draft contingency agreement | 0.70 130.00/hr | 91.00 |
| SUBTOTAL: | | | [1.90 | 247.00] |

Creditor Calls

| | | | | |
|-----------|-----|--|-------------------|--------|
| 8/6/2003 | MLC | Telephone call with client re: Beacon Bank | 0.20 210.00/hr | 42.00 |
| 8/13/2003 | JDN | Prepare completion letter. Legal review Mn Mechanical Lien. File Review. | 2.10 130.00/hr | 273.00 |

Wayzata Corporate Partners

Page 2

8/14/2003 MLC Telephone call with client re call from creditor for payment.

JDN Telephone call with creditor. Telephone conference with client.

8/21/2003 JDN Telephone call with client. Email re UST meeting/ documentation production. Received/reviewed payment history.

8/22/2003 JDN Prepare adequate protection stipulation. File review. Three telephone calls with client.

8/26/2003 WIK Review ltr; Telephone conference with Sander re Great Plains

8/27/2003 WIK Telephone call with J Sander re Great Plains

JDN Attend 341 meeting. Conference with clients.

8/29/2003 WIK Conference with Bank; corr and Telephone conference with D Luse re financing

SUBTOTAL:

Executory Contracts

8/1/2003 WIK Conference with D Luse re 365 motion

JDN Prepare motion to extend time, Two telephone calls with client.. Legal research - 108(b)/365 issue.

8/4/2003 MLC Analysis of issues re: motion. Review pleadings.

JDN Legal research/file review of lease motion. Prepare lease motion. File review correspondence re: contracts/lease.

8/5/2003 JDN File review. Correspondence with client re: prior notices, etc. Draft revisions to motion. Phone call to opposing attorney.

8/6/2003 JDN Preparation motion to extend - file review, legal review

8/7/2003 MLC Review and analysis of issues regarding lease motion.

JDN Legal review. Preparation of pleadings. File review (correspondence, lease).

| <u>Hrs/Rate</u> | <u>Amount</u> |
|-------------------|---------------|
| 0.10 210.00/hr | 21.00 |
| 0.30 130.00/hr | 39.00 |
| 0.70 130.00/hr | 91.00 |
| 1.30 130.00/hr | 169.00 |
| 1.00 295.00/hr | 295.00 |
| 1.50 295.00/hr | 442.50 |
| 1.60 130.00/hr | 208.00 |
| 0.90 295.00/hr | 265.5 |
| 9.70 | 1,846. |

0.80
295.00/hr

231

4.30
130.00/hr

561

0.75
210.00/hr

6.30
130.00/hr

1.90
130.00/hr

4.60
130.00/hr

0.75
210.00/hr

6.40
130.00/hr

| | | | <u>Hrs/Rate</u> | <u>Amount</u> |
|------------------------------------|-----|--|-------------------|---------------|
| 8/12/2003 | JDN | Draft letter to DeRuyter (re: assumption of lease), Telephone conference with client re: document production | 0.40 130.00/hr | 52.00 |
| 8/14/2003 | JDN | File review/Legal review performance under AIA contracts, lien issues, quiet title actions. | 2.60 130.00/hr | 338.00 |
| 8/15/2003 | JDN | Legal review, file review. Arb clause, mech liens, substantial perf. Draft complete. | 3.20 130.00/hr | 416.00 |
| 8/29/2003 | WIK | Review Clocktower resp to 3 65 motion | 0.70 295.00/hr | 206.50 |
| SUBTOTAL: | | | [32.70 | 4,618.50] |
| <u>General</u> | | | | |
| 8/6/2003 | MLC | Telephone call with client regarding UST reports. | 0.10 210.00/hr | 21.00 |
| | JDN | Correspondence with client re monthly operating report | 0.30 130.00/hr | 39.00 |
| 8/7/2003 | JDN | Receive and review monthly operating report. Telephone conference/correspondence re: Preparation. | 0.60 130.00/hr | 78.00 |
| 8/25/2003 | WIK | Attend 341 and Prepare for and attend annd conference D Luse | 1.50 295.00/hr | 442.50 |
| 8/27/2003 | MLC | Analysis of various 341 issues. | 0.25 210.00/hr | 52.50 |
| SUBTOTAL: | | | [2.75 | 633.00] |
| <u>Petition</u> | | | | |
| 8/1/2003 | WIK | Draft schedules | 0.50 295.00/hr | 147.50 |
| | MLC | Work on schedules. Review and revise. Analysis of issue regarding Associated claim on Schedule D. Analysis of issue regarding mechanics liens. | 3.00 210.00/hr | 630.00 |
| 8/4/2003 | MLC | Review and revise schedules regarding claim amounts. | 1.50 210.00/hr | 315.00 |
| SUBTOTAL: | | | [5.00 | 1,092.50] |
| For professional services rendered | | | 57.05 | \$9,087.00 |

Additional Charges :

Amount

General

| | |
|---------------------------|-------------|
| 8/31/2003 UCC search fee | 112.75 |
| SUBTOTAL: | [112.75] |
| Total costs | \$112.75 |
| Total amount of this bill | \$9,199.75 |
| Previous balance | \$5,245.53 |
| Balance due | \$14,445.28 |

Kampf & Associates P.A.
901 Foshay Tower
821 Marquette Avenue South
Minneapolis, MN 55402

Invoice submitted to:
Wayzata Corporate Partners
c/o Andreas Companies
708 East Lake St
Wayzata MN 55391

October 15, 2003

Invoice #14644

Professional Services

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|------------|---|-------------------|---------------|
| | <u>Adversary</u> | | |
| 9/2/2003 | JDN Telephone call with client. Prepare and file complaint. | 2.40 130.00/hr | 312.00 |
| | WIK Draft adversary re liens | 0.60 295.00/hr | 177.00 |
| 9/8/2003 | JDN Prepare discovery. | 0.90 130.00/hr | 117.00 |
| 9/25/2003 | WIK Review adversary; draft discovery | 0.70 295.00/hr | 206.50 |
| 9/26/2003 | JDN Draft amended declaration | 0.80 130.00/hr | 104.00 |
| 10/13/2003 | JDN Prepare reply to Prestige Center claim. | 0.60 130.00/hr | 78.00 |
| | JDN Legal Research - Jurisdiction, mechanic's liens. | 1.40 130.00/hr | 182.00 |
| 10/14/2003 | JDN Legal Research - Mechanics liens/jurisdiction | 1.85 130.00/hr | 240.50 |
| 10/15/2003 | WIK Conference with J Pierce | 0.50 295.00/hr | 147.50 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|------------|--|-------------------|-------------------|
| | | <u> </u> | <u> </u> |
| SUBTOTAL: | | [9.75 | 1,564.50] |
| | <u>Cash Collateral</u> | | |
| 10/10/2003 | JDN Prepare motion for approval of post-petition finance. | 0.90 130.00/hr | 117.00 |
| 10/13/2003 | JDN Prepare motion for approval of stipulation. | 0.30 130.00/hr | 39.00 |
| | | <u> </u> | <u> </u> |
| SUBTOTAL: | | [1.20 | 156.00] |
| | <u>Creditor Calls</u> | | |
| 9/4/2003 | WIK Review claims | 0.60 295.00/hr | 177.00 |
| 9/8/2003 | WIK Review Order; Telephone conference with creditors | 1.00 295.00/hr | 295.00 |
| 9/16/2003 | JDN Telephone call with client. Receive/review letter from Stahl. Forward to client. | 0.40 130.00/hr | 52.00 |
| 9/17/2003 | JDN Telephone call with client. Email opposing attorney. | 0.20 130.00/hr | 26.00 |
| 9/18/2003 | JDN Telephone call with opposing attorney | 0.30 130.00/hr | 39.00 |
| 9/19/2003 | JDN Prepare letter to Stahl. Receive/review Adequate Protection | 0.60 130.00/hr | 78.00 |
| | JDN Telephone call with opposing attorney. Telephone conference with client. Receive/review answer (Great Plains). Review stipulation. | 0.80 130.00/hr | 104.00 |
| 9/23/2003 | JDN Email to client. Telephone conference with opposing attorney. | 0.40 130.00/hr | 52.00 |
| 10/3/2003 | JDN Telephone call/correspondence with opposing attorney. Receive/review amended stipulation. | 0.50 130.00/hr | 65.00 |
| 10/6/2003 | JDN Prepare reply to Great Plains counter claim. | 0.70 130.00/hr | 91.00 |
| | JDN Draft settlement offer - SPLCC | 0.60 130.00/hr | 78.00 |
| 10/7/2003 | JDN Telephone call with creditor. File reply. | 0.40 130.00/hr | 52.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|----------------------------|---|-------------------|---------------|
| 10/8/2003 | WIK Conference with client re liens | 0.80 295.00/hr | 236.00 |
| | JDN Conference call. Telephone conference with opposing attorney. Prepare motion re stipulation. | 1.80 130.00/hr | 234.00 |
| 10/10/2003 | JDN Prepare motion for approval of adequate protection stipulation. | 1.30 130.00/hr | 169.00 |
| SUBTOTAL: | | [10.40 | 1,748.00] |
| <u>Executory Contracts</u> | | | |
| 9/3/2003 | WIK Court Appearance re 365 | 2.00 295.00/hr | 590.00 |
| 9/25/2003 | WIK Review advertising issues | 0.50 295.00/hr | 147.50 |
| 10/10/2003 | JDN Legal Research - attorney fees as cure of assumed leases | 1.20 130.00/hr | 156.00 |
| | JDN Prepare assumption motion | 1.10 130.00/hr | 143.00 |
| 10/13/2003 | JDN Prepare motion to assume lease. | 0.70 130.00/hr | 91.00 |
| 10/15/2003 | JDN Preparation of motion to assume, motion for post-petition finance, motion for adequate protection. | 0.70 130.00/hr | 91.00 |
| SUBTOTAL: | | [6.20 | 1,218.50] |
| <u>General</u> | | | |
| 9/5/2003 | MLC Follow up re: UST initial conference. | 0.10 210.00/hr | 21.00 |
| 9/9/2003 | JDN Telephone call with opposing attorney. | 0.20 130.00/hr | 26.00 |
| 9/10/2003 | JDN Telephone call with client re MOR. Legal research re name change on contract. | 0.30 130.00/hr | 39.00 |
| 9/11/2003 | JDN Two telephone calls with client. Review Stipulation and forward to opposing attorney. Telephone call with opposing attorney. | 0.70 130.00/hr | 91.00 |
| 9/12/2003 | JDN Three telephone calls with client. File review. | 0.60 130.00/hr | 78.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|------------------------------------|--|-------------------|---------------|
| 10/2/2003 | JDN Telephone call with opposing attorney (x2). Telephone conference with client. Email client (x2). | 0.70 130.00/hr | 91.00 |
| 10/6/2003 | JDN Telephone call with client (x3) | 0.30 130.00/hr | 39.00 |
| 10/8/2003 | MLC Telephone call with client re UST reports. | 0.10 210.00/hr | 21.00 |
| 10/13/2003 | JDN Prepare motion for post-petition financing | 0.40 130.00/hr | 52.00 |
| 10/14/2003 | JDN Telephone call with client (x2) | 0.20 130.00/hr | 26.00 |
| 10/15/2003 | JDN Telephone call with client (x2). Forward documents. Telephone conference with opposing attorney. | 0.30 130.00/hr | 39.00 |
| SUBTOTAL: | | [3.90 | 523.00] |
| <u>Lift Stay/Motions</u> | | | |
| 9/3/2003 | JDN Prepare adequate protection Stipulation. Telephone call with client. | 1.70 130.00/hr | 221.00 |
| 10/9/2003 | JDN Prepare stipulation/motion. Telephone conference with client (x2). | 1.30 130.00/hr | 169.00 |
| 10/10/2003 | JDN Prepare stipulation for extension to answer. | 0.20 130.00/hr | 26.00 |
| SUBTOTAL: | | [3.20 | 416.00] |
| <u>Plan and Disclosure</u> | | | |
| 10/8/2003 | WIK Conference with client re Plan | 0.60 295.00/hr | 177.00 |
| SUBTOTAL: | | [0.60 | 177.00] |
| For professional services rendered | | 35.25 | \$5,803.00 |

Additional Charges :

| | <u>Amount</u> |
|---|---------------------------|
| <u>Adversary</u> | |
| 9/3/2003 Filing fee | 150.00 |
| SUBTOTAL: | [150.00] |
| <u>General</u> | |
| 9/30/2003 Copying cost - August/September | 196.00 |
| Postage - August/September | 47.68 |
| Filing Fee - Bankruptcy Filing | 830.00 |
| Deposition Costs for court reporter | 80.00 |
| 10/10/2003 UCC Search fee | 28.00 |
| 10/15/2003 Copying cost, through October 15 | 184.80 |
| Postage, through October 15 | 29.10 |
| SUBTOTAL: | [1,395.58] |
| Total costs | \$1,545.58 |
| Total amount of this bill | \$7,348.58 |
| Previous balance | \$14,445.28 |
| 9/26/2003 Payment - thank you. Check No. 5692 | (\$11,579.18) |
| Total payments and adjustments | (\$11,579.18) |
| Balance due | <u><u>\$10,214.68</u></u> |

220 South Sixth Street, Suite 1800
Minneapolis, Minnesota 55402-4503

Henson & Efron
PROFESSIONAL ASSOCIATION

Telephone (612) 339-2500
Facsimile (612) 339-6364

Federal I.D. Number 41-1283034

WAYZATA CORPORATE PARTNERS
C/O ANDREAS DEVELOPMENT COMPANY
ATTN DAVID LUSE
708 E LAKE STREET
WAYZATA, MN 55391

January 9, 2004

Re: BANKRUPTCY/PRE-PETITION
INVOICE # 126505
I.D. W505-39047 - WIK

For Services Rendered Through December 31, 2003

| | | | |
|------------------|--------|----|------------|
| Previous Balance | | \$ | 6,214.68 |
| Net Payments | | | <4,000.00> |
| Balance Forward | | | 2,214.68 |
| Current Fees | 948.00 | | |
| TOTAL DUE | | \$ | 3,162.68 |

| Timekeeper | Hours | Rate | | Amount |
|----------------|-------|--------|----|--------|
| WLLIAM I KAMPF | 1.4 | 300.00 | \$ | 420.00 |
| DONNA M SMITH | 4.4 | 120.00 | \$ | 528.00 |

Henson & Efron
PROFESSIONAL ASSOCIATION

January 9, 2004

WAYZATA CORPORATE PARTNERS
Re: BANKRUPTCY/PRE-PETITION
I.D. W505-39047- WIK
Invoice # 126505

Page 2

| Date | Description of Services | Atty | Hours | Amount |
|------------|--|------|-------|-----------|
| 12-03-03 | Review e-mail from David Bradley Olsen; print company information from internet web site; interoffice conference with Matthew H. Morgan. | DMS | 0.7 | 84.00 |
| 12-04-03 | Review and organization of file; interoffice conference with Matthew H. Morgan. | DMS | 3.4 | 408.00 |
| 12-05-03 | Organization of file; interoffice conference with Matthew H. Morgan. | DMS | 0.1 | 12.00 |
| 12-16-03 | Organization of file. | DMS | 0.2 | 24.00 |
| 12-19-03 | Review Plan and Disclosure. | WIK | 0.7 | 210.00 |
| 12-31-03 | Review discovery for Stahl litigation. | WIK | 0.7 | 210.00 |
| Total Fees | | | | \$ 948.00 |

220 South Sixth Street, Suite 1800
Minneapolis, Minnesota 55402-4503

Henson & Efron
PROFESSIONAL ASSOCIATION

Telephone (612) 339-2500
Facsimile (612) 339-6364

Federal I.D. Number 41-1283034

WAYZATA CORPORATE PARTNERS
C/O ANDREAS DEVELOPMENT COMPANY
ATTN DAVID LUSE
708 E LAKE STREET
WAYZATA, MN 55391

November 11, 2003

Re: CHAPTER 11
BANKRUPTCY/POST-DECREE
INVOICE # 125648
I.D. W505-39048 - WIK

For Services Rendered Through October 31, 2003

| | | |
|-----------------------|----------|-------------|
| Current Fees | 6,524.00 | |
| Current Disbursements | 8.96 | |
| TOTAL DUE | | \$ 6,532.96 |

| Timekeeper | Hours | Rate | | Amount |
|----------------|-------|--------|----|----------|
| WLLIAM I KAMPF | 3.5 | 300.00 | \$ | 1,050.00 |
| MARY L COX | 0.2 | 220.00 | \$ | 44.00 |
| JOEL D NESSET | 36.2 | 150.00 | \$ | 5,430.00 |

Henson & Efron

PROFESSIONAL ASSOCIATION

November 11, 2003

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 125648

Page 2

| Date | Description of Services | Atty | Hours | Amount |
|---|--|------|-------|----------|
| Lift Stay and Other Motions: | | | | |
| 10-17-03 | Prepare reply to Marcon motion to dismiss. Legal research on same. | JDN | 2.1 | 315.00 |
| 10-23-03 | Prepare response to lift stay motion. Legal research re same. | JDN | 6.2 | 930.00 |
| 10-24-03 | Prepare response to lift stay motion. | JDN | 3.6 | 540.00 |
| Subtotal | | | 11.9 | 1,785.00 |
| Executory Contracts: Unexpired Leases, U: | | | | |
| 10-31-03 | Review response to 365. | WIK | 0.7 | 210.00 |
| Subtotal | | | 0.7 | 210.00 |
| Plan and Disclosure Statement: | | | | |
| 10-17-03 | Telephone call client re projections. | JDN | 2.0 | 300.00 |
| Subtotal | | | 2.0 | 300.00 |
| Adversary Proceedings: | | | | |
| 10-16-03 | Draft settlement agreement. | JDN | 1.2 | 180.00 |
| 10-16-03 | Telephone call client (x2). Forward documents. | JDN | 0.3 | 45.00 |
| 10-17-03 | Legal research on substitution of counsel, telephone call Andreas | | | |

Henson & Efron

PROFESSIONAL ASSOCIATION

November 11, 2003

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 125648

Page 3

| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|--------|
| | counsel. | JDN | 0.3 | 45.00 |
| 10-17-03 | Prepare reply to counterclaim. | JDN | 0.7 | 105.00 |
| 10-20-03 | Review adversary issues. | WIK | 0.8 | 240.00 |
| 10-20-03 | Prepare discovery requests. | JDN | 1.5 | 225.00 |
| 10-20-03 | Prepare reply to Motion for Dismissal. Legal research re jurisdiction. | JDN | 5.7 | 855.00 |
| 10-22-03 | Telephone call client re discovery. | JDN | 0.4 | 60.00 |
| 10-22-03 | Prepare response to Motion to Dismiss. Legal research re same. | JDN | 5.6 | 840.00 |
| 10-22-03 | Telephone call opposing attorney. Revise Settlement Agreement. | JDN | 0.6 | 90.00 |
| 10-23-03 | Analysis response period for reply to counterclaim. | MLC | 0.2 | 44.00 |
| 10-23-03 | Telephone call client: revise declaration and settlement agreement. | JDN | 0.4 | 60.00 |
| 10-23-03 | Receipt and review discovery requests, forward. | JDN | 0.8 | 120.00 |
| 10-24-03 | Prepare letter re settlement. | JDN | 0.7 | 105.00 |
| 10-27-03 | Telephone calls client (x2). Revise discovery. | JDN | 0.7 | 105.00 |
| 10-28-03 | Telephone call client. Prepare for hearing on adversary. | WIK | 1.0 | 300.00 |
| 10-29-03 | Prepare for and attend | | | |

Henson & Efron

PROFESSIONAL ASSOCIATION

November 11, 2003

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 125648

Page 4

| Date | Description of Services | Atty | Hours | Amount |
|----------|----------------------------|------|-------|----------|
| | hearing on Motion to | | | |
| | Dismiss. | JDN | 3.4 | 510.00 |
| 10-29-03 | Attend court re adversary. | WIK | 1.0 | 300.00 |
| | Subtotal | | 25.3 | 4,229.00 |
| | | | | ----- |
| | Total Fees | \$ | | 6,524.00 |

| Date | Disbursement Description | Amount |
|----------|--------------------------|---------|
| | | |
| 10-31-03 | Postage | 8.96 |
| | | ----- |
| | Total Disbursements | \$ 8.96 |

220 South Sixth Street, Suite 1800
Minneapolis, Minnesota 55402-4503

Henson & Efron

PROFESSIONAL ASSOCIATION

Telephone (612) 339-2500
Facsimile (612) 339-6364

Federal I.D. Number 41-1283034

WAYZATA CORPORATE PARTNERS
C/O ANDREAS DEVELOPMENT COMPANY
ATTN DAVID LUSE
708 E LAKE STREET
WAYZATA, MN 55391

December 12, 2003

Re: CHAPTER 11
BANKRUPTCY/POST-DECREE
INVOICE # 126260
I.D. W505-39048 - WIK

For Services Rendered Through November 30, 2003

| | | | |
|-----------------------|-------------|----|-----------|
| Previous Balance | | \$ | 6,532.96 |
| Current Fees | 7,533.50 | | |
| TOTAL DUE | | \$ | 14,066.46 |
| Trust Account Balance | \$ 8,749.32 | | |

| Timekeeper | Hours | Rate | | Amount |
|---------------------|-------|--------|----|----------|
| WILLIAM I KAMPF | 5.5 | 300.00 | \$ | 1,650.00 |
| DAVID BRADLEY OLSEN | 4.6 | 245.00 | \$ | 1,127.00 |
| MATTHEW H MORGAN | 0.3 | 155.00 | \$ | 46.50 |
| JOEL D NESSET | 31.4 | 150.00 | \$ | 4,710.00 |

Henson & Efron

PROFESSIONAL ASSOCIATION

December 12, 2003

WAYZATA CORPORATE PARTNERS

Re: CHAPTER 11 BANKRUPTCY/POST-DECREE

I.D. W505-39048- WIK

Invoice # 126260

Page 2

| Date | Description of Services | Atty | Hours | Amount |
|--|--|------|-------|----------|
| Adversary Proceeding | | | | |
| 11-21-03 | Conference with Joel D. Nesset. | DBO | 0.1 | 24.50 |
| 11-24-03 | Review file and related documents; conference with David Luse and Joel Nienett re trial preparation. | DBO | 3.9 | 955.50 |
| 11-25-03 | Revise and edit Exhibit to Subpoena re document demands and work assignment to Joel D. Nesset re same. | DBO | 0.6 | 147.00 |
| Subtotal | | | 4.6 | 1,127.00 |
| Adversary Proceeding | | | | |
| 11-17-03 | Reviewed opposing party's discovery responses in preparation for bringing a motion to compel. | MHM | 0.3 | 46.50 |
| Subtotal | | | 0.3 | 46.50 |
| Executory Contracts; Unexpired Leases, U: | | | | |
| 11-03-03 | Review Clocktower 365 draft response; telephone conference with D. Luse. | WIK | 0.6 | 180.00 |
| 11-03-03 | Receipt and review of responses to motion for assumption of lease; post-petition finance; cash | | | |

Henson & Efron

PROFESSIONAL ASSOCIATION

December 12, 2003

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 126260

Page 3

| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|----------|
| | collateral. Prepare replies. | JDN | 2.2 | 330.00 |
| 11-04-03 | Prepare for Clocktower hearing. | WIK | 1.5 | 450.00 |
| 11-04-03 | Prepare replies to Stahl and Cloctower objections to post-petition finance, lease assumption and adequate protection motions; file review and legal research. | JDN | 4.3 | 645.00 |
| 11-04-03 | Telephone conference with client re November 5 hearing (motion for approval of adequate protection stipulation; assumption of lease; post-petition finance). | JDN | 0.3 | 45.00 |
| 11-05-03 | Court and preparation re Clock Tower. | WIK | 2.0 | 600.00 |
| 11-05-03 | Prepare for and attend hearing on motions for approval of adequate protection stipulation; post-petition finance; assumption of lease. | JDN | 1.3 | 195.00 |
| 11-06-03 | Telephone conference with court; prepare proposed order re extension of time to assume or reject lease. | JDN | 0.2 | 30.00 |
| | Subtotal | | 12.4 | 2,475.00 |

Henson & Efron

PROFESSIONAL ASSOCIATION

December 12, 2003

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 126260

Page 4

| Date | Description of Services | Atty | Hours | Amount |
|--------------------------------|---|------|-------|----------|
| Plan and Disclosure Statement: | | | | |
| 11-03-03 | Telephone conference with client; receipt and review of projections. | JDN | 0.2 | 30.00 |
| 11-11-03 | Draft plan and disclosure. | WIK | 0.8 | 240.00 |
| 11-11-03 | Draft Disclosure Statement; associated document/file review. | JDN | 1.9 | 285.00 |
| 11-17-03 | Draft Disclosure Statement; file review. | JDN | 1.2 | 180.00 |
| 11-18-03 | Draft Disclosure Statement. | JDN | 2.7 | 405.00 |
| 11-21-03 | Draft Disclosure Statement; file review re mechanics' lien claims. | JDN | 1.4 | 210.00 |
| 11-24-03 | Draft Disclosure Statement - general background/description of case progress. | JDN | 0.6 | 90.00 |
| 11-26-03 | Draft Disclosure Statement; file review re description of pre-petition contract disputes. | JDN | 2.1 | 315.00 |
| Subtotal | | | 10.9 | 1,755.00 |
| Adversary Proceedings: | | | | |
| 11-10-03 | Prepare motion for approval of SPLCC settlement/dismissal. | JDN | 1.4 | 210.00 |
| 11-11-03 | Review lien discovery. | WIK | 0.6 | 180.00 |

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PROFESSIONAL ASSOCIATION

December 12, 2003

WAYZATA CORPORATE PARTNERS

Re: CHAPTER 11 BANKRUPTCY/POST-DECREE

I.D. W505-39048- WIK

Invoice # 126260

Page 5

| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|--------|
| 11-12-03 | Prepare amended complaint and motion for leave to amend; prepare responses to Stahl's first set of discovery. | JDN | 2.9 | 435.00 |
| 11-13-03 | Prepare responses to Stahl discovery requests; file review and phone calls/emails to client; forward responses for review. | JDN | 2.9 | 435.00 |
| 11-14-03 | Telephone conference with client; receipt and review of comments on discovery responses; prepare revised discovery responses. | JDN | 1.2 | 180.00 |
| 11-16-03 | Prepare revisions to discovery responses; forward to client. | JDN | 0.4 | 60.00 |
| 11-17-03 | Receipt and review of Stahl responses to discovery. | JDN | 0.4 | 60.00 |
| 11-24-03 | File review; discovery responses and requests; conference with client re trial strategy. | JDN | 2.6 | 390.00 |
| 11-25-03 | Prepare subpoenas; file review re parties/contracts/contact information; coordinate service. | JDN | 0.7 | 105.00 |
| 11-26-03 | Telephone conference with | | | |

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December 12, 2003

WAYZATA CORPORATE PARTNERS

Re: CHAPTER 11 BANKRUPTCY/POST-DECREE

I.D. W505-39048- WIK

Invoice # 126260

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| Date | Description of Services | Atty | Hours | Amount |
|-----------------|--|------|-------|----------|
| | opposing counsel; telephone conference with client re settlement of adversary proceeding as to uncontested claims. | JDN | 0.2 | 30.00 |
| | Subtotal | | 13.3 | 2,085.00 |
| Trustee Issues: | | | | |
| 11-11-03 | Telephone conferences with client re: treatment of specific items for purposes of monthly operating report. | JDN | 0.3 | 45.00 |
| | Subtotal | | 0.3 | 45.00 |
| | | | ----- | |
| | Total Fees | \$ | | 7,533.50 |

220 South Sixth Street, Suite 1800
Minneapolis, Minnesota 55402-4503

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PROFESSIONAL ASSOCIATION

Telephone (612) 339-2500
Facsimile (612) 339-6364

Federal I.D. Number 41-1283034

WAYZATA CORPORATE PARTNERS
C/O ANDREAS DEVELOPMENT COMPANY
ATTN DAVID LUSE
708 E LAKE STREET
WAYZATA, MN 55391

January 9, 2004

Re: CHAPTER 11
BANKRUPTCY/POST-DECREE
INVOICE # 126506
I.D. W505-39048 - WIK

For Services Rendered Through December 31, 2003

| | | | |
|-----------------------|-------------|----|-----------|
| Previous Balance | | \$ | 14,066.46 |
| Current Fees | 29,697.00 | | |
| Current Disbursements | 261.84 | | |
| TOTAL DUE | | \$ | 44,025.30 |
| Trust Account Balance | \$ 8,749.32 | | |

| Timekeeper | Hours | Rate | Amount |
|---------------------|-------|--------|--------------|
| WLLIAM I KAMPF | 4.9 | 300.00 | \$ 1,470.00 |
| DAVID BRADLEY OLSEN | 48.8 | 245.00 | \$ 11,956.00 |
| MARY L COX | 0.9 | 220.00 | \$ 198.00 |
| MATTHEW H MORGAN | 51.4 | 155.00 | \$ 7,967.00 |
| JOEL D NESSET | 34.0 | 150.00 | \$ 5,100.00 |
| KATHLEEN M DAVIS | 5.8 | 110.00 | \$ 638.00 |
| SHARON R JENKINS | 17.6 | 125.00 | \$ 2,200.00 |
| GETEY M. STEINKE | 2.1 | 80.00 | \$ 168.00 |

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January 9, 2004

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 126506

Page 2

| Date | Description of Services | Atty | Hours | Amount |
|----------------------|--|------|-------|--------|
| Adversary Proceeding | | | | |
| 12-02-03 | Work assignment to Donna M. Smith; work assignment to Matthew H. Morgan; update trial preparation on materials re conference with David Luse; read correspondence. | DBO | 0.7 | 171.50 |
| 12-04-03 | Draft, file and serve Supplemental Unsworn Declaration of William I. Kampf re application to employ attorneys. | GMS | 0.8 | 64.00 |
| 12-09-03 | Read and analyze client documents re trial preparation. | DBO | 3.9 | 955.50 |
| 12-09-03 | Research re employment issues. | MLC | 0.3 | 66.00 |
| 12-10-03 | Continue to read and analyze client documents re trial preparation. | DBO | 3.3 | 808.50 |
| 12-15-03 | Read and respond to correspondence; work assignments to Matthew H. Morgan. | DBO | 0.3 | 73.50 |
| 12-16-03 | Conference with Matthew H. Morgan re depositions; conference with Matthew H. Morgan and Joel D. Nasset re litigation strategy. | DBO | 0.8 | 196.00 |

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January 9, 2004

WAYZATA CORPORATE PARTNERS

Re: CHAPTER 11 BANKRUPTCY/POST-DECREE

I.D. W505-39048- WIK

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| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|----------|
| 12-17-03 | Draft Witness Disclosure List; draft Trial Brief. | DBO | 4.2 | 1,029.00 |
| 12-18-03 | Draft Trial Brief; work assignment to Matthew H. Morgan and Sharon R. Jenkins; conference with David Luse and Peggy Wordworth; site inspection; WCP Executive Suites with parties to adversary proceeding and counsel. | DBO | 6.9 | 1,690.50 |
| 12-19-03 | Conference with Matthew H. Morgan and William I. Kampf re litigation strategy; draft, revise and edit Trial Brief, proposed Findings of Fact and Conclusions of Law, and Stipulation of Facts that are Not in Dispute. | DBO | 5.4 | 1,323.00 |
| 12-22-03 | Conference with Krist Kuhnert and Matthew H. Morgan re deposition preparation; revise and edit Pre-Trial submissions; conference with Matthew H. Morgan. | DBO | 1.3 | 318.50 |
| 12-23-03 | Draft, revise and edit Trial Brief and Findings of Fact and Conclusions of Law; conference with Matthew H. Morgan and William I. Kampf | | | |

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January 9, 2004

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 126506

Page 4

| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|----------|
| | re litigation strategy; read correspondence; telephone conference with Mike Bruder; revise and edit Witness List. | DBO | 2.6 | 637.00 |
| 12-24-03 | Telephone conference with Kristi Kuhnert and Matthew H. Morgan. | DBO | 0.2 | 49.00 |
| | Subtotal | | 30.7 | 7,382.00 |

Applications to Employ and Fee Applicati:

| | | | | |
|----------|--|-----|-----|--------|
| 12-18-03 | Draft supplemental application to employ attorneys. Send draft to client. | GMS | 0.9 | 72.00 |
| 12-22-03 | File and serve Supplemental Application to Employ Attorneys. | GMS | 0.4 | 32.00 |
| | Subtotal | | 1.3 | 104.00 |

Plan and Disclosure Statement:

| | | | | |
|----------|--|-----|-----|----------|
| 12-01-03 | Draft Disclosure Statement, and associated file review. | JDN | 1.6 | 240.00 |
| 12-08-03 | Draft Disclosure Statement, associated file and document review. | JDN | 4.2 | 630.00 |
| 12-15-03 | Drafting of Disclosure Statement, and associated document and file review. | JDN | 8.3 | 1,245.00 |

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WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
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| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|----------|
| 12-16-03 | Preparation of Disclosure Statement; document review; telephone conference with client. | JDN | 1.3 | 195.00 |
| 12-18-03 | Preparation of Disclosure Statement, associated file review and legal research. | JDN | 4.9 | 735.00 |
| 12-18-03 | Analysis of tax issues in plan formulation. | MLC | 0.3 | 66.00 |
| 12-19-03 | Telephone conference with client re plan terms. | JDN | 0.2 | 30.00 |
| 12-22-03 | Review and redraft Plan and Disclosure. | WIK | 0.5 | 150.00 |
| 12-25-03 | Review and redraft plan | WIK | 0.7 | 210.00 |
| | Subtotal | | 22.0 | 3,501.00 |

Adversary Proceedings:

| | | | | |
|----------|---|-----|-----|--------|
| 12-01-03 | Reviewed Stahl's discovery responses; prepared correspondence to counsel for Stahl re: deficiencies in responses. | MHM | 1.0 | 155.00 |
| 12-01-03 | Telephone conference with opposing counsel re document production, and associated file and document review. | JDN | 0.3 | 45.00 |
| 12-02-03 | Prepared revisions on correspondence to Stahl's counsel re: discovery responses. | MHM | 0.6 | 93.00 |

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PROFESSIONAL ASSOCIATION

January 9, 2004

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
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| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|--------|
| 12-03-03 | Gathering documents to produce to Marcon. | MHM | 1.3 | 201.50 |
| 12-05-03 | Reviewed and separated all documents in preparation for production on Monday; telephone conference with counsel for Marcon re production of documents. | MHM | 2.2 | 341.00 |
| 12-06-03 | Continued preparation of documents for production; correspondence to opposing counsel re production of documents. | MHM | 0.4 | 62.00 |
| 12-07-03 | Completed preparation of documents for production. | MHM | 0.6 | 93.00 |
| 12-08-03 | Traveled to Stahl's offices and reviewed documents in preparation for trial; met with counsel for Marcon re production of documents. | MHM | 2.7 | 418.50 |
| 12-08-03 | Telephone conference with opposing counsel re finalization of settlement; telephone conference with client. | JDN | 0.3 | 45.00 |
| 12-09-03 | Correspondence to other plaintiff's counsel re document produced. | MHM | 0.1 | 15.50 |
| 12-09-03 | Legal research re basis for motion to dismiss third party claims. | JDN | 1.3 | 195.00 |

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Re: CHAPTER 11 BANKRUPTCY/POST-DECREE

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| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|--------|
| 12-09-03 | Interoffice conference with Matthew H. Morgan re: file organization; work re: same. | SRJ | 0.4 | 50.00 |
| 12-10-03 | Correspondence to other counsel re receipt of subpoenaed documents from Cambridge Commercial Realty. | MHM | 0.1 | 15.50 |
| 12-10-03 | Telephone conference with opposing counsel re settlement, preparation of letter to client. | JDN | 0.4 | 60.00 |
| 12-11-03 | Telephone conference with Marcon re potential depositions scheduled next week. | MHM | 0.2 | 31.00 |
| 12-11-03 | Telephone conference with client and opposing counsel. | JDN | 0.4 | 60.00 |
| 12-12-03 | Telephone conference with Marcon re potential depositions scheduled next week. | MHM | 0.2 | 31.00 |
| 12-15-03 | Telephone call to counsel for Stahl re discovery responses; correspondence to counsel for Stahl re discovery; telephone conference with counsel for Marcon re review of documents; telephone conference with clients re deposition notices. | MHM | 0.7 | 108.50 |

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January 9, 2004

WAYZATA CORPORATE PARTNERS

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| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|--------|
| 12-16-03 | Telephone call to Marcon re review of documents; telephone conference with client re depositions; telephone conference with opposing counsel re deposition times; prepared correspondence to clients in preparation for depositions; began preparing for defending/taking depositions. | MHM | 2.7 | 418.50 |
| 12-17-03 | E-mail correspondence to clients re inspection; reviewed documents produced by marcon; correspondence to counsel for Stahl re discovery requests; prepared confidential agreement for Cambridge documents; reviewed documents produced by Cambridge pursuant to subpoena; telephone conference with counsel for Marcon. | MHM | 4.2 | 651.00 |
| 12-18-03 | Attended inspection of premises; reviewed Stahl's motion papers in preparation for a response. | MHM | 4.1 | 635.50 |
| 12-18-03 | File review and legal research re dismissal of | | | |

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January 9, 2004

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 126506

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| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|----------|
| | counter-claims and cross-claims. | JDN | 0.6 | 90.00 |
| 12-18-03 | Work on file organization; work on documents for exhibit list. | SRJ | 2.0 | 250.00 |
| 12-19-03 | Review discovery issues. | WIK | 0.6 | 180.00 |
| 12-19-03 | Began preparing response to Stahl's motion for partial summary judgment; e-mail correspondence to client re depositions. | MHM | 2.9 | 449.50 |
| 12-19-03 | Work on draft exhibit list. | SRJ | 8.0 | 1,000.00 |
| 12-19-03 | Research re consequential damages in construction contracts. | KMD | 3.2 | 352.00 |
| 12-21-03 | Preparing for depositions scheduled for tomorrow. | MHM | 0.4 | 62.00 |
| 12-22-03 | Review summary judgment motion. | WIK | 0.8 | 240.00 |
| 12-22-03 | Prepared for depositions; met with client in preparation for depositions; attended depositions. | MHM | 10.3 | 1,596.50 |
| 12-22-03 | Work on revision for exhibit list. | SRJ | 2.2 | 275.00 |
| 12-23-03 | Review discovery issues and settlement. | WIK | 0.6 | 180.00 |
| 12-23-03 | Conference with David Bradley Olsen and William I. Kampf re matter generally; telephone conference with | | | |

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WAYZATA CORPORATE PARTNERS

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| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|--------|
| | Mike Burder re estimate; telephone conference with clients re estimate, our claim for damages and depositions scheduled for next Tuesday. | MHM | 1.4 | 217.00 |
| 12-23-03 | Receipt and review of third party defendant's answer and cross-claim. | JDN | 0.4 | 60.00 |
| 12-23-03 | Work on revision of exhibit list. | SRJ | 1.3 | 162.50 |
| 12-24-03 | Telephone conference with client regarding potential expert, telephone conference with Marcon's counsel re: stipulations. | MHM | 0.4 | 62.00 |
| 12-26-03 | Prepared answer to Clocktower's Crossclaim, correspondence to Marcon re: confidentiality agreement, e-mail correspondence to client re: most recent punchlist. | MHM | 1.6 | 248.00 |
| 12-29-03 | Review damages issues | WIK | 0.7 | 210.00 |
| 12-29-03 | Legal research re basis for damage claim. | JDN | 0.7 | 105.00 |
| 12-29-03 | Analysis of issue re Clocktower cross claim. | MLC | 0.3 | 66.00 |
| 12-29-03 | Read and analyze transcripts of Kuhnertz and Harris depositions; conference with | | | |

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January 9, 2004

WAYZATA CORPORATE PARTNERS

Re: CHAPTER 11 BANKRUPTCY/POST-DECREE

I.D. W505-39048- WIK

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| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|----------|
| | Matthew H. Morgan re: trial preparation; draft, revise and edit pre-trial submissions. | DBO | 5.6 | 1,372.00 |
| 12-29-03 | Revise exhibit list; obtain subpoena from web site; prepare information for subpoena. | SRJ | 1.3 | 162.50 |
| 12-29-03 | Telephone conference with counsel for Great Plains re: trial, conference with JDN re: matter generally, began reviewing initial drafts of trial documents, e-mail correspondence to client re: matter, trial, deposition, continued preparing pretrial documents and revisions on answer to crossclaim. | MHM | 2.4 | 372.00 |
| 12-30-03 | Review and redraft response to SJ motion. | WIK | 1.0 | 300.00 |
| 12-30-03 | Legal research re motion to dismiss, basis for Debtor's claim for damages. | JDN | 2.9 | 435.00 |
| 12-30-03 | Conference with Matthew H. Morgan and David Luse re: deposition preparation; review and edit trial brief, Findings of Fact, Conclusions of Law and Witness List. | DBO | 6.9 | 1,690.50 |

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January 9, 2004

WAYZATA CORPORATE PARTNERS

Re: CHAPTER 11 BANKRUPTCY/POST-DECREE

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| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|----------|
| 12-30-03 | Work on documents for proposals by Minnetonka Realty. | SRJ | 0.4 | 50.00 |
| 12-30-03 | Prepared client for deposition and attended deposition of David Luse. E-mail correspondence with client re: deposition of Kristi K. Telephone conference with client re: depositin for next Tuesday. | MHM | 7.2 | 1,116.00 |
| 12-30-03 | Research in preparation for trial brief. | KMD | 2.6 | 286.00 |
| 12-31-03 | Legal research and file review - preparation of response to motion for partial summary judgment. | JDN | 6.2 | 930.00 |
| 12-31-03 | Read and analyze transcript of Luse deposition; revise, edit and finalize Witness List, Exhibit List, Stipulation of Facts, Trial Brief, Designation of Deposition Testimony, Answer to Clocktower Complaint and Memorandum in Opposition to Motion for Summary Judgment; conference with Matthew H. Morgan re: trial preparation and strategy; work assignment to Matthew H. | | | |

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WAYZATA CORPORATE PARTNERS

Re: CHAPTER 11 BANKRUPTCY/POST-DECREE

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| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|-----------|
| | Morgan and Joel D. Nesset. | DEO | 6.7 | 1,641.50 |
| 12-31-03 | Work on revision of exhibit list. | SRJ | 2.0 | 250.00 |
| 12-31-03 | Reviewed McCarthy's report. E-mail correspondence with client re: McCarthy report. Continued preparing and revising trial documents. | MHM | 3.7 | 573.50 |
| | Subtotal | | 111.5 | 18,710.00 |
| | | | | ----- |
| | Total Fees | \$ | | 29,697.00 |

| Date | Disbursement Description | Amount |
|----------|---|-----------|
| 12-03-03 | Postage; NOV '03 | 36.24 |
| 12-16-03 | WestLaw; JDN | 179.08 |
| 12-24-03 | Miscellaneous Expense; Court fee for tape of hearing; Clerk of Bankruptcy Court | 26.00 |
| | Long Distance Telephone Expense | 0.12 |
| | Photocopies (Client) | 20.40 |
| | | ----- |
| | Total Disbursements | \$ 261.84 |

220 South Sixth Street, Suite 1800
Minneapolis, Minnesota 55402-4503

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Telephone (612) 339-2500
Facsimile (612) 339-6364

Federal I.D. Number 41-1283034

WAYZATA CORPORATE PARTNERS
C/O ANDREAS DEVELOPMENT COMPANY
ATTN DAVID LUSE
708 E LAKE STREET
WAYZATA, MN 55391

February 10, 2004

Re: CHAPTER 11
BANKRUPTCY/POST-DECREE
INVOICE # 127031
I.D. W505-39048 - WIK

For Services Rendered Through January 31, 2004

| | | |
|-------------------------|----|------------|
| Previous Balance | \$ | 44,025.30 |
| Advance Deposit Applied | | <8,749.32> |
| Balance Forward | | 35,275.98 |
| Current Fees | | 45,961.00 |
| Current Disbursements | | 3,293.97 |
| TOTAL DUE | \$ | 84,530.95 |

| Timekeeper | Hours | Rate | Amount |
|---------------------|-------|--------|--------------|
| WLLIAM I KAMPF | 15.4 | 319.81 | \$ 4,925.00 |
| DAVID BRADLEY OLSEN | 73.4 | 252.83 | \$ 18,557.50 |
| MARY L COX | 1.7 | 230.00 | \$ 391.00 |
| MATTHEW H MORGAN | 83.2 | 161.47 | \$ 13,434.00 |
| JOEL D NESSET | 17.6 | 165.00 | \$ 2,904.00 |
| DONNA M SMITH | 5.9 | 120.00 | \$ 708.00 |
| SHARON R JENKINS | 38.7 | 128.07 | \$ 4,956.50 |
| GETEY M. STEINKE | 1.0 | 85.00 | \$ 85.00 |

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February 10, 2004

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
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Page 2

| Date | Description of Services | Atty | Hours | Amount |
|------------------------|--|------|-------|----------|
| - Adversary Proceeding | | | | |
| 01-05-04 | Conference with Matthew H. Morgan re trial preparation; trial preparation re designation of Harris deposition testimony. | DBO | 3.3 | 808.50 |
| 01-06-04 | Conference with Matthew H. Morgan re trial preparation and strategy; conference with Matthew H. Morgan and Kristi Kuhnert; trial preparation re direct exam of Luse, Harris and McCarthy; work assignments to Sharon R. Jenkins, Donna M. Smith and Matthew H. Morgan. | DBO | 5.4 | 1,323.00 |
| 01-07-04 | Prepare for and attend hearing on Stahl Motion for Summary Judgment; conference with Matthew H. Morgan re litigation strategy; telephone conference with David Luse and Kristi Kuhnert; draft, revise and edit settlement proposal; prepare for trial. | DBO | 8.6 | 2,107.00 |
| 01-08-04 | Conference with Matthew H. Morgan, attorney Pierce, David Luse, and Kristi | | | |

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WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
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Page 3

| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|----------|
| | Kuhnert re trial preparation; work assignments to Matthew H. Morgan and Sharon R. Jenkins re trial preparation; prepare for examination and cross-examination of witnesses at trial. | DBO | 12.6 | 3,087.00 |
| 01-09-04 | Prepare for and attend hearing before Judge Kressel; conference with David Luse and Kristi Kuhnert; work assignment to Matthew H. Morgan; letter to Grande re settlement. | DBO | 4.8 | 1,176.00 |
| 01-13-04 | Conference with Matthew H. Morgan and telephone conference with attorney Grande re pre-trial and settlement issues. | DBO | 0.4 | 98.00 |
| 01-14-04 | Read correspondence; work assignment to Matthew H. Morgan re trial preparation. | DBO | 0.4 | 104.00 |
| 01-15-04 | Work assignment to Matthew H. Morgan; draft Stipulation re exhibits and depositions; draft revised Stipulations of Fact, Designation of Deposition Testimony, Trial Brief, and proposed Findings of Fact, Conclusions of Law | | | |

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February 10, 2004

WAYZATA CORPORATE PARTNERS

Re: CHAPTER 11 BANKRUPTCY/POST-DECREE

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Page 4

| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|----------|
| | and Order for Judgment per Court Order; revise and edit Exhibit List. | DBO | 4.7 | 1,222.00 |
| 01-16-04 | Conference with Matthew H. Morgan, attorney Grande, and attorney Surprenant re pre-trial Stipulations, etc.; revise and edit Stipulations of Fact re trial. | DBO | 5.1 | 1,326.00 |
| 01-19-04 | Revise, edit and finalize all pre-trial submissions required by the Court's January 13, 2004 Order for Trial including Stipulations, Witness and Exhibit Lists, Designations of Deposition Testimony; Trial Brief and proposed Findings of Fact, Conclusions of Law and Order for Judgment; work assignment to Matthew H. Morgan. | DBO | 3.8 | 988.00 |
| 01-20-04 | Read and draft partial response to Mar Con Motion in Limine, and work assignment to Matthew H. Morgan re same; final proofread of all pre-trial submissions. | DBO | 0.4 | 104.00 |
| 01-21-04 | Preparation for Trial; | | | |

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Re: CHAPTER 11 BANKRUPTCY/POST-DECREE

I.D. W505-39048- WIK

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| Date | Description of Services | Atty | Hours | Amount |
|----------|------------------------------|------|-------|-----------|
| | revise and edit response to | | | |
| | Mar Con Motion in Limine. | DBO | 4.2 | 1,092.00 |
| 01-22-04 | Trial preparation. | DBO | 0.9 | 234.00 |
| 01-22-04 | Review billing history per M | | | |
| | Ulrich request. Prepare | | | |
| | analysis. | GMS | 0.7 | 59.50 |
| 01-23-04 | Preparation for Trial; work | | | |
| | assignments to Matthew H. | | | |
| | Morgan and Sharon R. Jenkins | | | |
| | re trial preparation. | DBO | 2.6 | 676.00 |
| 01-23-04 | Review billing summary and | | | |
| | fax to client. | GMS | 0.3 | 25.50 |
| 01-26-04 | Trial preparation; work | | | |
| | assignments to Matthew H. | | | |
| | Morgan and Sharon R. | | | |
| | Jenkins. | DBO | 6.5 | 1,690.00 |
| 01-27-04 | Prepare for and attend | | | |
| | trial, and conference with | | | |
| | David Luse, William I. | | | |
| | Kampf, Matthew H. Morgan, | | | |
| | Joel D. Nessel and Jamie | | | |
| | Pierce re same. | DBO | 9.7 | 2,522.00 |
| | Subtotal | | 74.4 | 18,642.50 |

Executory Contracts: Unexpired Leases, U:

| | | | | |
|----------|------------------------------|-----|-----|--------|
| 01-07-04 | Telephone conference with | | | |
| | clerk of court re hearing | | | |
| | dates; preparation of motion | | | |
| | for assumption of unexpired | | | |
| | lease. | JDN | 1.4 | 231.00 |

Henson & Efron

PROFESSIONAL ASSOCIATION

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WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
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| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|----------|
| 01-08-04 | Conference with Luse re Lease issues. | WIK | 0.6 | 180.00 |
| 01-09-04 | Drafting of revisions to motion for assumption of lease. | JDN | 0.6 | 99.00 |
| 01-20-04 | Review lease issues; telephone conference with Luse. | WIK | 0.8 | 260.00 |
| 01-23-04 | Review 365 motion and objection; telephone conference with Luse. | WIK | 1.1 | 357.50 |
| 01-27-04 | Conference with Luse regarding lease issues. | WIK | 1.0 | 325.00 |
| 01-28-04 | Review lease issues; telephone conference with Suprenant; telephone conference with Luse. | WIK | 1.5 | 487.50 |
| 01-30-04 | Telephone conference with Johnson regarding lease. | WIK | 0.5 | 162.50 |
| | Subtotal | | 7.5 | 2,102.50 |

Applications to Employ and Fee Applicati:

| | | | | |
|----------|--|-----|-----|--------|
| 01-05-04 | Telephone conference with Court regarding amending application. Redraft order. | WIK | 0.5 | 162.50 |
| | Subtotal | | 0.5 | 162.50 |

Creditor Calls; Negotiations. Claim Obje:

| | | | | |
|----------|------------------------|--|--|--|
| 01-22-04 | Review Associated Bank | | | |
|----------|------------------------|--|--|--|

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| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|--------|
| | complaint; telephone conference with Bank's attorney; telephone conference with David Luse. | WIK | 1.1 | 357.50 |
| | Subtotal | | 1.1 | 357.50 |
| | Plan and Disclosure Statement: | | | |
| 01-05-04 | Review plan issues. | WIK | 0.5 | 150.00 |
| 01-08-04 | Conference D. Luse regarding plan. | WIK | 0.4 | 120.00 |
| 01-09-04 | Review Plan issues. | WIK | 0.4 | 120.00 |
| 01-09-04 | Meeting with client. drafting of revisions to disclosure statement. | JDN | 2.5 | 412.50 |
| 01-14-04 | Review plna issues. | WIK | 0.7 | 227.50 |
| 01-19-04 | Drafting of revisions to disclosure statement; telephone conference with opposing counsel; receipt and review of state court complaint. | JDN | 4.4 | 726.00 |
| 01-20-04 | Telephone conference with client; correspondence with opposing counsel. | JDN | 0.4 | 66.00 |
| 01-21-04 | Telephone conference with client; drafting of revisions to disclosure statement. | JDN | 0.6 | 99.00 |
| 01-21-04 | Draft Plan; telephone conference with David Luse. | WIK | 1.0 | 325.00 |

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| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|----------|
| 01-23-04 | Telephone conference with client regarding payment terms. | JDN | 0.2 | 33.00 |
| 01-24-04 | Telephone conference with client regarding plan alternatives and concerns. | JDN | 0.5 | 82.50 |
| 01-27-04 | Drafting of revisions to disclosure statement, and incorporation of terms into plan document. | JDN | 2.1 | 346.50 |
| | Subtotal | | 13.7 | 2,708.00 |

Adversary Proceedings:

| | | | | |
|----------|--|-----|-----|--------|
| 01-02-04 | Prepared/revised trial documents for filing; filed and served pretrial submissions. | MHM | 3.7 | 573.50 |
| 01-02-04 | Preparation of pleadings - legal research and document inspection regarding response to motion for summary judgment. | JDN | 3.8 | 627.00 |
| 01-02-04 | Revise exhibit list; prepare documents for trial exhibits. | SRJ | 2.1 | 262.50 |
| 01-05-04 | Review mechanics lien issues. | WIK | 0.5 | 150.00 |
| 01-05-04 | Continued trial preparation; telephone conference with client re matter generally; | | | |

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| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|----------|
| | reviewed depositions of Harris, the parties; reviewed additional discovery documents produced by Stahl. | MHM | 2.3 | 356.50 |
| 01-05-04 | Work on exhibits for trial. | SRJ | 3.5 | 437.50 |
| 01-06-04 | Continued trial preparation; telephone conference with client re matter generally; conferences with David Bradley Olsen in preparation for trial; attended deposition of Kuehnert; e-mail correspondence to opposing counsel re McCarthy estimate. | MHM | 5.5 | 852.50 |
| 01-06-04 | Preparation of notice of dismissal. | JDN | 0.3 | 49.50 |
| 01-06-04 | Work on trial notebook and produced documents; work on trial exhibit notebook. | SRJ | 1.4 | 175.00 |
| 01-07-04 | Review adversary issues. | WIK | 0.4 | 120.00 |
| 01-07-04 | Prepared for and attended pretrial summary judgment hearing; trial preparation. | MHM | 8.8 | 1,364.00 |
| 01-07-04 | Interoffice conference with David Bradley Olsen; conform copy of deposition transcript for trial. | DMS | 5.9 | 708.00 |
| 01-07-04 | Telephone conference with creditor; review and analyze | | | |

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| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|----------|
| | proposed settlement terms. | JDN | 0.2 | 33.00 |
| 01-07-04 | Telephone call with attorney for Clocktower re adversary proceeding. Follow up. | MLC | 0.3 | 69.00 |
| 01-08-04 | Review mechanic lien issues. | WIK | 0.4 | 120.00 |
| 01-08-04 | Attended deposition of McCarthy; trial preparation; met with clients in preparation for trial. | MHM | 9.1 | 1,410.50 |
| 01-08-04 | Work on trial prep notebook and documents. | SRJ | 4.5 | 562.50 |
| 01-09-04 | Prepared for and attended trial; telephone conference with counsel re terms of Judge's new Trial Order. | MHM | 4.0 | 660.00 |
| 01-09-04 | Trial prep and trial attendance. | SRJ | 3.4 | 425.00 |
| 01-12-04 | Began working on dismissing Great Plains, Prestige and Gilbert from the lawsuit; telephone conference with counsel for those companies; e-mail correspondence with clients re removing these entities and final amounts for payoff. | MHM | 2.4 | 396.00 |
| 01-13-04 | Continued working on dismissal of other subcontractors; telephone conference with Marcon's counsel re Stipulation of | | | |

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Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
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| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|--------|
| | Facts Note in Dispute; telephone conference with counsel for Great Plains re dismissal; telephone conference with counsel fro Marcon re settlement; e-mail correspondence to client re trial date and status of matter generally. | MHM | 1.4 | 231.00 |
| 01-14-04 | Telephone conference with counsel for Marcon re location/time for meeting on Friday; e-mail correspondence to client re additional photographs. | MHM | 0.3 | 49.50 |
| 01-15-04 | Began preparing new exhibit list for filing; telephone conference with client re ability to pay other subcontractors; telephone conference with all 3 subcontractors re ability to pay liens. | MHM | 1.1 | 181.50 |
| 01-15-04 | Work on depo transcripts. | SRJ | 0.2 | 26.00 |
| 01-16-04 | Prepared Notices of Dismissal for other 3 subcontractors; attended meeting of counsel pursuant to Court's Trial Order. | MHM | 4.2 | 693.00 |
| 01-16-04 | Revise exhibit list; work on revised exhibit list. | SRJ | 1.1 | 143.00 |

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| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|--------|
| 01-19-04 | Prepared revised trial submissions for service and filing tomorrow. | MHM | 1.5 | 247.50 |
| 01-19-04 | Work on exhibits for trial. | SRJ | 1.5 | 195.00 |
| 01-19-04 | Review Associated law suit; telephone conference with D Luse. | WIK | 1.0 | 325.00 |
| 01-20-04 | Revisions on trial submissions; numerous telephone conferences and e-mail correspondence with counsel for MarCon and Stahl re stipulations; completed preparing documents for service and filing; began responding to MarCon's Motion in Limine. | MHM | 3.3 | 544.50 |
| 01-20-04 | Coordinate exhibit list for service. | SRJ | 0.3 | 39.00 |
| 01-21-04 | Continued preparing response to MarCon's Motion in Limine; review trial briefs of MarCon and Stahl in preparation for trial; telephone conference with client re payment of other three subcontractors; telephone conference with counsel for all three subcontractors; conference with William I. Kampf re | | | |

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| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|----------|
| | payment of remaining three subcontractors; telephone conference with client (Kuhnert) in preparation for trial. | MHM | 4.3 | 709.50 |
| 01-21-04 | Work on documents for trial prep. | SRJ | 0.4 | 52.00 |
| 01-22-04 | Telephone conference with counsel for Gilbert re payment; telephone conference with client (Kuhnert) in preparation for trial. | MHM | 0.4 | 66.00 |
| 01-22-04 | Prepare documents for trial notebook. | SRJ | 0.7 | 91.00 |
| 01-23-04 | Telephone conference with counsel for Andreas re stipulations of dismissal on other three subcontractors; trial preparation. | MHM | 2.1 | 346.50 |
| 01-23-04 | Work on documents for trial notebooks. | SRJ | 3.9 | 507.00 |
| 01-25-04 | Trial preparation. | MHM | 3.1 | 511.50 |
| 01-26-04 | Trial preparation. | MHM | 6.5 | 1,072.50 |
| 01-26-04 | Work on documents for trial notebooks and trial prep. | SRJ | 7.3 | 949.00 |
| 01-27-04 | Trial preparation and attended trial. | MHM | 9.6 | 1,584.00 |
| 01-27-04 | Trial prep and attendance at trial. | SRJ | 7.5 | 975.00 |
| 01-28-04 | Reviewed MarCon's Affidavit | | | |

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| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|--------|
| | for Attorneys' Fees; telephone conference with client and opposing counsel on settlement of fees; prepared memorandum objecting to fees. | MHM | 5.1 | 841.50 |
| 01-28-04 | Review attorneys fees issues; telephone conference with Luse. | WIK | 0.6 | 195.00 |
| 01-29-04 | Met with client; prepared for hearing; attended hearing on fees; telephone conference with Andreas' counsel re lien satisfactions. | MHM | 3.4 | 561.00 |
| 01-29-04 | Court and preparation regarding attorneys fees; research and review Rule 59 motion. | WIK | 1.5 | 487.50 |
| 01-29-04 | Analysis of issues re payment of mechanics liens and credit for payments to subcontractors and relief available. Analysis of issues re 10 day stay of order. | MLC | 0.9 | 207.00 |
| 01-30-04 | Draft Rule 59 motion; telephone conference with Luse. | WIK | 0.9 | 292.50 |
| 01-30-04 | Review and analyze mechanics' lien issues. | | | |

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| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|-----------|
| | manner of tender and demand for satisfaction. | JDN | 0.4 | 66.00 |
| 01-30-04 | Conducted research in preparation for Rule 59 motion; conference with Joel D. Nasset, William I. Kampf and Mary L. Cox re 50 motion; e-mail correspondence with clients re cancelled checks. | MHM | 1.1 | 181.50 |
| 01-30-04 | Work on documents for lien satisfactions; telephone call to Jamie Pierce. | SRJ | 0.9 | 117.00 |
| 01-30-04 | Analysis of issues re Rule 59 motion, proof of payment, tender of payment and other issues. | MLC | 0.5 | 115.00 |
| | Subtotal | | 139.5 | 21,955.00 |

Trustee Issues:

| | | | | |
|----------|---|-----|-----|-------|
| 01-13-04 | Telephone conferences (x2) with CFO regarding monthly reporting issues. | JDN | 0.2 | 33.00 |
| | Subtotal | | 0.2 | 33.00 |

Total Fees \$ 45,961.00

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| Date | Disbursement Description | Amount |
|----------|--|----------|
| 01-02-04 | Miscellaneous Expense; Witness and Mileage Fees; David Steingas | 50.00 |
| 01-07-04 | Miscellaneous Expense; Litigation copies; color copies; 11 x 17 copies; K & B Copy Group, Inc. | 209.67 |
| 01-08-04 | Miscellaneous Expense; Witness fee for trial subpoena; David McCarthy | 50.00 |
| 01-08-04 | Filing Fee; Hennepin County Recorder | 25.00 |
| 01-09-04 | Witness Fee; Appearance at trial; David McCarthy | 50.00 |
| 01-09-04 | Miscellaneous Expense; 1/6 Heavy litigation copies; K & B Copy Group, Inc. | 11.40 |
| 01-12-04 | Miscellaneous Expense; 1/6 heavy litigation copies; K & B Copy Group, Inc. | 1,230.68 |
| 01-12-04 | Delivery; 12/19 Thomas Surprenant; On Time Delivery Service | 9.10 |
| 01-15-04 | Miscellaneous Expense; Obtain subpoena from Bankruptcy court; Metro Legal Services, Inc. | 23.00 |
| 01-15-04 | Legal Process Service; 1/8 D. McCarthy; Metro Legal Services, Inc. | 60.00 |
| 01-15-04 | Miscellaneous Expense; 1/8 direct return of affidavit of service; Metro Legal Services, Inc. | 31.00 |
| 01-15-04 | Miscellaneous Expense; photocopies; Stahl Construction Company | 63.75 |
| 01-15-04 | Delivery; 1/9 from U.S. District Court; Metro Legal Services, Inc. | 29.00 |
| 01-15-04 | Delivery; 1/9 Judge Kressel; Metro Legal Services, Inc. | 34.00 |

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| Date | Disbursement Description | Amount |
|----------|--|-------------|
| 01-19-04 | WestLaw; MLC | 15.56 |
| 01-19-04 | WestLaw; JDN | 274.90 |
| 01-20-04 | Miscellaneous Expense; 1/8 copies; K & B Copy Group, Inc. | 53.50 |
| 01-20-04 | Miscellaneous Expense; 1/8 copies; K & B Copy Group, Inc. | 8.35 |
| 01-20-04 | Miscellaneous Expense; 1/9 copies; K & B Copy Group, Inc. | 33.26 |
| 01-22-04 | Filing Fee; Hennepin County Recorder | 10.00 |
| 01-22-04 | Deposition; 1/8 David McCarthy; Pat Carl & Associates | 508.40 |
| 01-29-04 | Delivery; 1/26 Kathy Bretzall, U.S. District Court; Metro Legal Services, Inc. | 30.00 |
| 01-30-04 | Legal Process Service; 1/21 Thomas Suprenant and Thomas Grande; Metro Legal Services, Inc. | 60.00 |
| 01-30-04 | Legal Process Service; 1/20 Thomas Suprenant and Thomas Grande; Metro Legal Services, Inc. | 85.00 |
| | Photocopies (Client) | 338.40 |
| | | ----- |
| | Total Disbursements | \$ 3,293.97 |

220 South Sixth Street, Suite 1800
Minneapolis, Minnesota 55402-4503

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PROFESSIONAL ASSOCIATION

Telephone (612) 339-2500
Facsimile (612) 339-6364

Federal I.D. Number 41-1283034

WAYZATA CORPORATE PARTNERS
C/O ANDREAS DEVELOPMENT COMPANY
ATTN DAVID LUSE
708 E LAKE STREET
WAYZATA, MN 55391

March 10, 2004

Re: CHAPTER 11
BANKRUPTCY/POST-DECREE
INVOICE # 127421
I.D. W505-39048 - WIK

For Services Rendered Through February 29, 2004

| | | | |
|-----------------------|----------|----|------------|
| Previous Balance | | \$ | 84,530.95 |
| Net Payments | | | <2,000.00> |
| Balance Forward | | | 82,530.95 |
| Current Fees | 6,666.00 | | |
| Current Disbursements | 597.23 | | |
| TOTAL DUE | | \$ | 89,794.18 |

| Timekeeper | Hours | Rate | | Amount |
|---------------------|-------|--------|----|----------|
| WLLIAM I KAMPF | 5.8 | 325.00 | \$ | 1,885.00 |
| DAVID BRADLEY OLSEN | 0.2 | 260.00 | \$ | 52.00 |
| MATTHEW H MORGAN | 22.6 | 165.00 | \$ | 3,729.00 |
| JOEL D NESSET | 2.9 | 165.00 | \$ | 478.50 |
| SHARON R JENKINS | 1.2 | 130.00 | \$ | 156.00 |
| GETEY M. STEINKE | 4.3 | 85.00 | \$ | 365.50 |

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WAYZATA CORPORATE PARTNERS
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Invoice # 127421

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| Date | Description of Services | Atty | Hours | Amount |
|---|---|------|-------|--------|
| General Case Administration: | | | | |
| 02-06-04 | Telephone conference with client; file review regarding bank statements. | JDN | 0.2 | 33.00 |
| 02-09-04 | Review and approve Memorandum in Support of Rule 59 Motion to Amend Judgment. | DBO | 0.2 | 52.00 |
| Subtotal | | | 0.4 | 85.00 |
| Executory Contracts; Unexpired Leases, U: | | | | |
| 02-04-04 | Review Rule 59 motion; telephone conference with T. Grande. | WIK | 0.8 | 260.00 |
| 02-11-04 | Review Landlord letter regarding default; telephone conference with Pierce. | WIK | 0.9 | 292.50 |
| 02-16-04 | Correspondence to Luse; telephone conference with Johnson regarding lease issues. | WIK | 0.4 | 130.00 |
| 02-17-04 | Receipt and review of correspondence regarding post assumption lease default. | JDN | 0.1 | 16.50 |
| 02-19-04 | Review Johnson default letter; telephone conference with Luse. | WIK | 0.6 | 195.00 |

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| Date | Description of Services | Atty | Hours | Amount |
|---|--|------|-------|--------|
| | Subtotal | | 2.8 | 894.00 |
| Applications to Employ and Fee Applicati: | | | | |
| 02-02-04 | Draft interim fee app. | GMS | 1.9 | 161.50 |
| 02-03-04 | Draft fee application. | GMS | 1.3 | 110.50 |
| 02-05-04 | Review invoices. Draft fee application. | GMS | 1.1 | 93.50 |
| | Subtotal | | 4.3 | 365.50 |
| Plan and Disclosure Statement: | | | | |
| 02-05-04 | Meet with client; telephone conference with client regarding revisions to plan and disclosure statement. | JDN | 0.3 | 49.50 |
| 02-16-04 | Draft revisions to plan and disclosure statement; forward to client. | JDN | 1.1 | 181.50 |
| | Subtotal | | 1.4 | 231.00 |
| Adversary Proceedings: | | | | |
| 02-02-04 | Correspondence to Luse; telephone conference with Grande. | WIK | 0.9 | 292.50 |
| 02-02-04 | Prepared tender letter to defendants; e-mail correspondence with clients re remaining cancelled checks. | MHM | 0.9 | 148.50 |
| 02-02-04 | Obtain property records on | | | |

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| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|--------|
| | satisfaction of mechanics liens. | SRJ | 0.6 | 78.00 |
| 02-03-04 | Telephone conference with Grande; telephone conference with Luse regarding lien satisfactions. | WIK | 0.7 | 227.50 |
| 02-03-04 | Telephone conferences with client re tender to Stahl and MarCon; began preparing Rule 59(e) motion. | MHM | 1.0 | 165.00 |
| 02-04-04 | Continued preparing Rule 50 motion. | MHM | 0.7 | 115.50 |
| 02-04-04 | Work on info to file satisfaction of mechanics' liens. | SRJ | 0.2 | 26.00 |
| 02-05-04 | E-mail correspondence with client re potential resolution of matter; continued preparing Rule 59 motion. | MHM | 5.1 | 841.50 |
| 02-05-04 | File satisfaction of mechanics' liens. | SRJ | 0.4 | 52.00 |
| 02-06-04 | Continued preparing Rule 59(e) motion. | MHM | 5.3 | 874.50 |
| 02-08-04 | Continued preparing Rule 59(e) motion; drafted Notice of Motion and Motion. Affidavits of Luse and Morgan, proposed Order and correspondence for service of Motion. | MHM | 1.0 | 165.00 |

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| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|--------|
| 02-09-04 | Conference with Luse; telephone conference with Pierce re state court litigation. | WIK | 0.9 | 292.50 |
| 02-09-04 | Completed Rule 59 motion; served and filed the motion. | MHM | 4.2 | 693.00 |
| 02-10-04 | Telephone conference with counsel for Andreas re motion. | MHM | 0.2 | 33.00 |
| 02-18-04 | Draft letter to opposing counsel regarding tender offer, release of liens. | JDN | 0.5 | 82.50 |
| 02-19-04 | Draft revisions to opposing counsel regarding tender offer, forward. | JDN | 0.2 | 33.00 |
| 02-23-04 | Receipt and review of Defendant's response to motion for modified order. | JDN | 0.2 | 33.00 |
| 02-23-04 | Review Stahl response to Rule 59 motion. | WIK | 0.6 | 195.00 |
| 02-23-04 | Reviewed Stahl's Responsive Memorandum of Law on 59 motion. | MHM | 0.5 | 82.50 |
| 02-24-04 | Preparing Reply Memorandum of Law on 59 motion. | MHM | 2.5 | 412.50 |
| 02-26-04 | Continued preparing Reply Memorandum of Law on 59 motion. | MHM | 0.6 | 99.00 |
| 02-27-04 | Continued preparing Reply Memorandum of Law on 59 motion. | MHM | 0.6 | 99.00 |

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| Date | Description of Services | Atty | Hours | Amount |
|-----------------|--|------|-------|----------|
| | Subtotal | | 27.8 | 5,041.00 |
| Trustee Issues: | | | | |
| 02-12-04 | Telephone conference with client; correspondence regarding disclosures in operating reports. | JDN | 0.3 | 49.50 |
| | Subtotal | | 0.3 | 49.50 |
| | Total Fees | \$ | | 6,666.00 |

| Date | Disbursement Description | Amount |
|----------|---|--------|
| 02-03-04 | Legal Process Service; 1/5 D. Steingas; Metro Legal Services, Inc. | 160.00 |
| 02-03-04 | Legal Process Service; 1/5 Stahl Construction Company/Thomas Surprenant; Metro Legal Services, Inc. | 75.00 |
| 02-03-04 | Legal Process Service; 1/2 MarCon Interior Transitions; Metro Legal Services, Inc. | 20.00 |
| 02-04-04 | Filing Fee; Satisfaction of Mechanic's Lien; Hennepin County Recorder | 60.00 |
| 02-09-04 | Miscellaneous Expense; Henn. Cty Recorder; file non-standard satisfaction of mechanic's lien; Sharon R. Jenkins | 10.00 |
| 02-09-04 | Miscellaneous Expense; Henn Cty Records office; copies; Sharon R. Jenkins | 2.00 |

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| Date | Disbursement Description | Amount |
|----------|--|-----------|
| 02-09-04 | Legal Process Service; 1/12 David McCarthy; Metro Legal Services, Inc. | 90.00 |
| 02-09-04 | Legal Process Service; Metro Legal Services, Inc. | 90.00 |
| 02-11-04 | Delivery; 1/27 Scott Baumgartner, Berglund & Baumgartner; On Time Delivery Service | 25.10 |
| 02-11-04 | Delivery; 1/27 Robin Bitz, Gilbert Mechanical; On Time Delivery Service | 14.40 |
| 02-11-04 | Delivery; 1/27 from Robin Bitz, Gilbert Mechanical; On Time Delivery Service | 14.40 |
| 02-13-04 | Legal Process Service; 2/9 Timothy Grande; Metro Legal Services, Inc. | 20.00 |
| 02-13-04 | Legal Process Service; 2/9 Thomas Surprenant; Metro Legal Services, Inc. | 40.00 |
| 02-13-04 | Legal Process Service; 2/9 Thomas Surprenant; Metro Legal Services, Inc. | 0.00 |
| 02-18-04 | WestLaw; MHM | 14.41 |
| 02-18-04 | WestLaw; JDN | 86.07 |
| | Long Distance Telephone Expense | 2.35 |
| | Photocopies (Client) | <126.50> |
| | | ----- |
| | Total Disbursements | \$ 597.23 |

220 South Sixth Street, Suite 1800
Minneapolis, Minnesota 55402-4503

Henson & Efron
PROFESSIONAL ASSOCIATION

Telephone (612) 339-2500
Facsimile (612) 339-6364

Federal I.D. Number 41-1283034

WAYZATA CORPORATE PARTNERS
C/O ANDREAS DEVELOPMENT COMPANY
ATTN DAVID LUSE
708 E LAKE STREET
WAYZATA, MN 55391

April 14, 2004

Re: CHAPTER 11
BANKRUPTCY/POST-DECREE
INVOICE # 127859
I.D. W505-39048 - WIK

For Services Rendered Through March 31, 2004

| | | | |
|-----------------------|----------|----|------------|
| Previous Balance | | \$ | 89,794.18 |
| Net Payments | | | <4,837.32> |
| Balance Forward | | | 84,956.86 |
| Current Fees | 4,353.00 | | |
| Current Disbursements | 260.20 | | |
| TOTAL DUE | | \$ | 89,570.06 |

| Timekeeper | Hours | Rate | | Amount |
|------------------|-------|--------|----|----------|
| WILLIAM I KAMPF | 7.5 | 325.00 | \$ | 2,437.50 |
| MATTHEW H MORGAN | 5.3 | 165.00 | \$ | 874.50 |
| JOEL D NESSET | 5.6 | 165.00 | \$ | 924.00 |
| SHARON R JENKINS | 0.9 | 130.00 | \$ | 117.00 |

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PROFESSIONAL ASSOCIATION

April 14, 2004

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 127859

Page 2

| Date | Description of Services | Atty | Hours | Amount |
|---|---|------|-------|--------|
| General Case Administration: | | | | |
| 03-24-04 | Review and analyze third party complaint; draft memo re legal issues. | JDN | 0.6 | 99.00 |
| | Subtotal | | 0.6 | 99.00 |
| Executory Contracts; Unexpired Leases, U: | | | | |
| 03-04-04 | Review lease issues regarding mechanics liens; telephone conference with Johnson; telephone conference with Luse. | WIK | 1.0 | 325.00 |
| 03-05-04 | Review liens and lease issue; telephone conference Luse; Johnson. | WIK | 0.7 | 227.50 |
| 03-12-04 | Review lease issues; telephone conference with D. Johnson. | WIK | 0.8 | 260.00 |
| 03-23-04 | Review lease litigation; telephone conference with Luse and Pierce. | WIK | 0.9 | 292.50 |
| 03-24-04 | Review lease issues; telephone conference with D. Johnson; telephone conference with Luse. | WIK | 0.9 | 292.50 |
| 03-30-04 | Conduct legal research re tender and satisfaction of mechanics' liens; collateral estoppel effect of | | | |

Henson & Efron

PROFESSIONAL ASSOCIATION

April 14, 2004

WAYZATA CORPORATE PARTNERS

Re: CHAPTER 11 BANKRUPTCY/POST-DECREE

I.D. W505-39048- WIK

Invoice # 127859

Page 3

| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|----------|
| | Bankruptcy Court judgment. | JDN | 2.3 | 379.50 |
| 03-30-04 | Conference with Pierce; review state court litigation and default issues; telephone conference with Johnson regarding same. | WIK | 0.7 | 227.50 |
| 03-31-04 | Conduct legal research re collateral estoppel issues; draft letter to lessor's attorney. | JDN | 1.3 | 214.50 |
| 03-31-04 | Correspondence with Pierce and Luse. | WIK | 0.7 | 227.50 |
| | Subtotal | | 9.3 | 2,446.50 |
| | Plan and Disclosure Statement: | | | |
| 03-08-04 | Telephone conference with client re amended plan terms, filing of plan. | JDN | 0.2 | 33.00 |
| 03-09-04 | Draft revisions to disclosure statement and plan, forward to client for approval. | JDN | 0.3 | 49.50 |
| 03-11-04 | Receipt and review of updated plan projections. | JDN | 0.6 | 99.00 |
| 03-15-04 | Correspondence with clerk of court re hearing on Disclosure Statement. | JDN | 0.1 | 16.50 |
| 03-30-04 | Telephone conference with re service of disclosure statement. | JDN | 0.1 | 16.50 |

Henson & Efron

PROFESSIONAL ASSOCIATION

April 14, 2004

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 127859

Page 4

| Date | Description of Services | Atty | Hours | Amount |
|------------------------|--|------|-------|----------|
| | Subtotal | | 1.3 | 214.50 |
| Adversary Proceedings: | | | | |
| 03-01-04 | Continued preparing reply memorandum of law on 59 motion. | MHM | 3.9 | 643.50 |
| 03-01-04 | Work on documents for MHM affidavit. | SRJ | 0.6 | 78.00 |
| 03-02-04 | Completed Reply brief and prepared documents for service and filing. | MHM | 0.7 | 115.50 |
| 03-03-04 | Court hearing and preparation; Draft Rule 59 motion; conference with client regarding alternate methods. | WIK | 1.8 | 585.00 |
| 03-24-04 | Reviewed latest pleadings re liens and conducted some research re causes of action pled. | MHM | 0.7 | 115.50 |
| 03-29-04 | Draft letter to Drewes regarding Mechanic's Lien. | SRJ | 0.3 | 39.00 |
| | Subtotal | | 8.0 | 1,576.50 |
| Trustee Issues: | | | | |
| 03-10-04 | Telephone conference with client re monthly operating report. | JDN | 0.1 | 16.50 |

Henson & Efron

PROFESSIONAL ASSOCIATION

April 14, 2004

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 127859

Page 5

| Date | Description of Services | Atty | Hours | Amount |
|------|-------------------------|------|-------|----------|
| | Subtotal | | 0.1 | 16.50 |
| | | | | ----- |
| | Total Fees | \$ | | 4,353.00 |

| Date | Disbursement Description | Amount |
|----------|--|-----------|
| 03-11-04 | Legal Process Service; 3/2 Timothy Grande; Metro Legal Services, Inc. | 20.00 |
| 03-11-04 | Legal Process Service; 3/2 Thomas Suprenant, Esq.; Metro Legal Services, Inc. | 40.00 |
| 03-16-04 | WestLaw; MHM | 20.18 |
| 03-31-04 | Postage; MAR | 28.38 |
| | Long Distance Telephone Expense | 0.04 |
| | Photocopies (Client) | 151.60 |
| | | ----- |
| | Total Disbursements | \$ 260.20 |

220 South Sixth Street, Suite 1800
Minneapolis, Minnesota 55402-4503

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Facsimile (612) 339-6364

Federal I.D. Number 41-1283034

May 17, 2004

WAYZATA CORPORATE PARTNERS
C/O ANDREAS DEVELOPMENT COMPANY
ATTN DAVID LUSE
708 E LAKE STREET
WAYZATA, MN 55391

Re: CHAPTER 11
BANKRUPTCY/POST-DECREE
INVOICE # 128900
I.D. W505-39048 - WIK

For Services Rendered Through April 30, 2004

| | | |
|-----------------------|----|------------|
| Previous Balance | \$ | 89,570.06 |
| Net Payments | | <4,000.00> |
| Balance Forward | | 85,570.06 |
| Current Fees | | 6,861.00 |
| Current Disbursements | | 9.23 |
| TOTAL DUE | \$ | 92,440.29 |

| Timekeeper | Hours | Rate | | Amount |
|-----------------|-------|--------|----|----------|
| WILLIAM I KAMPF | 10.5 | 325.00 | \$ | 3,412.50 |
| JOEL D NESSET | 20.9 | 165.00 | \$ | 3,448.50 |

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PROFESSIONAL ASSOCIATION

May 17, 2004

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 128900

Page 2

| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|----------|
| | Lift Stay and Other Motions: | | | |
| 04-15-04 | Review settlement; telephone conference with Luse; telephone conference with Grande; telephone conference with Pierce. | WIK | 1.0 | 325.00 |
| 04-21-04 | Review lift stay issues; telephone conference with Luse; telephone conference with Johnson. | WIK | 1.2 | 390.00 |
| 04-21-04 | Receipt and review of lift stay motion; telephone conference with opposing counsel. | JDN | 0.6 | 99.00 |
| 04-26-04 | Review Johnson letter; draft response; telephone conference with D. Luse. | WIK | 1.1 | 357.50 |
| | Subtotal | | 3.9 | 1,171.50 |
| | Executory Contracts; Unexpired Leases, U: | | | |
| 04-01-04 | Draft motion and letter regarding lease; telephone conference with Luse and Johnson. | WIK | 1.1 | 357.50 |
| 04-02-04 | Conduct legal research re effect of bankruptcy judgment on state court proceedings; draft memorandum regarding | | | |

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PROFESSIONAL ASSOCIATION

May 17, 2004

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 128900

Page 3

| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|----------|
| | dismissal of third party claims in state court action. | JDN | 5.2 | 858.00 |
| 04-05-04 | Telephone conference with client and opposing counsel; draft memorandum re state court foreclosure issues. | JDN | 0.4 | 66.00 |
| 04-19-04 | Review settlement proposal; telephone conference Luse; telephone conference with Pierce; telephone conference with Johnson. | WIK | 0.9 | 292.50 |
| 04-20-04 | Review lease settlement issues; telephone conference with Luse; telephone conference with Johnson. | WIK | 0.8 | 260.00 |
| 04-27-04 | Draft settlement agreement. | JDN | 4.7 | 775.50 |
| 04-28-04 | Review settlement agreement; correspondence to D. Luse. | WIK | 0.4 | 130.00 |
| 04-28-04 | Draft revisions to settlement agreement. | JDN | 0.6 | 99.00 |
| 04-29-04 | Correspondence (via e-mail) re settlement agreement; telephone conference with counsel for co-plaintiff. | JDN | 0.2 | 33.00 |
| | Subtotal | | 14.3 | 2,871.50 |

Creditor Calls; Negotiations, Claim Obje:
04-02-04 Draft letter regarding
claims; telephone conference

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PROFESSIONAL ASSOCIATION

May 17, 2004

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 128900

Page 4

| Date | Description of Services with Luse. | Atty WIK | Hours 0.7 | Amount 227.50 |
|--------------------------------|---|-------------|--------------|------------------|
| | Subtotal | | 0.7 | 227.50 |
| Plan and Disclosure Statement: | | | | |
| 04-02-04 | Draft letter to opposing counsel regarding release of lien; file review re payment of subcontractors. | JDN | 0.6 | 99.00 |
| 04-12-04 | Review of objections to Disclosure Statement; draft memo of points of objections and redline of Disclosure Statement. | JDN | 3.3 | 544.50 |
| 04-13-04 | Receipt and review of correspondence related to Amended Disclosure statement. | JDN | 0.3 | 49.50 |
| 04-14-04 | Prepare for and attend hearing on Disclosure Statement; telephone conference Luse; Grande; Johnson. | WIK | 1.5 | 487.50 |
| 04-14-04 | Prepare for and attend hearing on adequacy of disclosure statement. | JDN | 1.1 | 181.50 |
| 04-16-04 | Telephone conference with client and opposing counsel re modifications to plan. | JDN | 0.3 | 49.50 |
| 04-19-04 | Conference call with client re settlement of state court | | | |

Henson & Efron
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May 17, 2004

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 128900

Page 5

| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|----------|
| | action and cure of alleged lease defaults. | JDN | 0.4 | 66.00 |
| 04-20-04 | Attend settlement conference (via telephone); draft letter to opposing counsel. | JDN | 0.6 | 99.00 |
| 04-26-04 | Attend conference (via telephone) re settlement agreement. | JDN | 0.2 | 33.00 |
| 04-26-04 | Receipt and review of letter setting forth settlement terms; draft settlement agreement. | JDN | 0.4 | 66.00 |
| 04-29-04 | Review settlement; telephone conference with Pierce. | WIK | 0.8 | 260.00 |
| 04-30-04 | Attend conference (via telephone) re settlement status; review comments on settlement agreement. | JDN | 0.2 | 33.00 |
| | Subtotal | | 9.7 | 1,968.50 |

Adversary Proceedings:

| | | | | |
|----------|--|-----|-----|--------|
| 04-01-04 | Conference call regarding Stahl claim; review and analyze motion for summary judgment; draft letter to opposing counsel. | JDN | 1.8 | 297.00 |
| 04-27-04 | Review Johnson letter; review Suprenant letter; draft settlement agreement. | WIK | 1.0 | 325.00 |

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PROFESSIONAL ASSOCIATION

May 17, 2004

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 128900

Page 6

| Date | Description of Services | Atty | Hours | Amount |
|------|-------------------------|------|-------|----------|
| | Subtotal | | 2.8 | 622.00 |
| | | | | ----- |
| | Total Fees | \$ | | 6,861.00 |

| Date | Disbursement Description | Amount |
|------|---------------------------------|---------|
| | Long Distance Telephone Expense | 2.03 |
| | Photocopies (Client) | 7.20 |
| | | ----- |
| | Total Disbursements | \$ 9.23 |

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Federal I.D. Number 41-1283034

WAYZATA CORPORATE PARTNERS
C/O ANDREAS DEVELOPMENT COMPANY
ATTN DAVID LUSE
708 E LAKE STREET
WAYZATA, MN 55391

June 10, 2004

Re: CHAPTER 11
BANKRUPTCY/POST-DECREE
INVOICE # 129225
I.D. W505-39048 - WIK

For Services Rendered Through May 31, 2004

| | | | |
|-----------------------|----------|----|------------|
| Previous Balance | | \$ | 92,440.29 |
| Net Payments | | | <4,000.00> |
| Balance Forward | | | 88,440.29 |
| Current Fees | 1,326.00 | | |
| Current Disbursements | 45.43 | | |
| TOTAL DUE | | \$ | 89,811.72 |

| Timekeeper | Hours | Rate | | Amount |
|-----------------|-------|--------|----|--------|
| WILLIAM I KAMPF | 2.1 | 325.00 | \$ | 682.50 |
| JOEL D NESSET | 3.9 | 165.00 | \$ | 643.50 |

Henson & Efron

PROFESSIONAL ASSOCIATION

June 10, 2004

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 129225

Page 2

| Date | Description of Services | Atty | Hours | Amount |
|---|---|------|-------|--------|
| Lift Stay and Other Motions: | | | | |
| 05-10-04 | Draft motion for approval of settlement agreement. | JDN | 1.9 | 313.50 |
| Subtotal | | | 1.9 | 313.50 |
| Executory Contracts; Unexpired Leases, U: | | | | |
| 05-05-04 | Telephone conference with Andreas's counsel and opposing counsel (x4) re settlement terms; draft revisions to settlement agreement. | JDN | 0.7 | 115.50 |
| 05-07-04 | Conference with J. Pierce; telephone conference with Johnson re: settlement. | WIK | 0.7 | 227.50 |
| 05-13-04 | Telephone conference with Andreas's counsel; receipt and review of affidavit necessary for state court action; forward motion for approval of settlement agreement. | JDN | 0.3 | 49.50 |
| Subtotal | | | 1.7 | 392.50 |
| Creditor Calls; Negotiations. Claim Obje: | | | | |
| 05-21-04 | Review Associated issues; telephone conference with Wallender. | WIK | 0.6 | 195.00 |

Henson & Efron

PROFESSIONAL ASSOCIATION

June 10, 2004

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 129225

Page 3

| Date | Description of Services | Atty | Hours | Amount |
|--------------------------------|---|------|-------|----------|
| | Subtotal | | 0.6 | 195.00 |
| Plan and Disclosure Statement: | | | | |
| 05-03-04 | Correspondence with opposing counsel re settlement agreement execution, necessity of bankruptcy court approval. | JDN | 0.5 | 82.50 |
| 05-10-04 | Review Plan; telephone conference with Johnson. | WIK | 0.8 | 260.00 |
| 05-27-04 | Draft revisions to disclosure statement, forward to objecting creditors. | JDN | 0.5 | 82.50 |
| | Subtotal | | 1.8 | 425.00 |
| | | | | ----- |
| | Total Fees | \$ | | 1,326.00 |

| Date | Disbursement Description | Amount |
|------|---------------------------------|----------|
| | Fax Charges | 1.37 |
| | Long Distance Telephone Expense | 0.06 |
| | Photocopies (Client) | 44.00 |
| | | ----- |
| | Total Disbursements | \$ 45.43 |

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PROFESSIONAL ASSOCIATION

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Federal I.D. Number 41-1283034

WAYZATA CORPORATE PARTNERS
C/O ANDREAS DEVELOPMENT COMPANY
ATTN DAVID LUSE
708 E LAKE STREET
WAYZATA, MN 55391

July 16, 2004

Re: CHAPTER 11
BANKRUPTCY/POST-DECREE
INVOICE # 129661
I.D. W505-39048 - WIK

For Services Rendered Through June 30, 2004

| | | | |
|-----------------------|--------|----|------------|
| Previous Balance | | \$ | 89,811.72 |
| Net Payments | | | <2,000.00> |
| Balance Forward | | | 87,811.72 |
| Current Fees | 871.00 | | |
| Current Disbursements | 519.61 | | |
| TOTAL DUE | | \$ | 89,202.33 |

| Timekeeper | Hours | Rate | | Amount |
|----------------|-------|--------|----|--------|
| WLLIAM I KAMPF | 0.7 | 325.00 | \$ | 227.50 |
| JOEL D NESSET | 3.9 | 165.00 | \$ | 643.50 |

Henson & Efron

PROFESSIONAL ASSOCIATION

July 16, 2004

WAYZATA CORPORATE PARTNERS

Re: CHAPTER 11 BANKRUPTCY/POST-DECREE

I.D. W505-39048- WIK

Invoice # 129661

Page 2

| Date | Description of Services | Atty | Hours | Amount |
|--------------------------------|---|------|-------|--------|
| Cash Collateral and Financing: | | | | |
| 06-04-04 | Telephone conference with client and Andreas' counsel re June payment to Associated. | JDN | 0.2 | 33.00 |
| | Subtotal | | 0.2 | 33.00 |
| Plan and Disclosure Statement: | | | | |
| 06-07-04 | Draft P&D; telephone conference with Wallender; telephone conference with Pierce. | WIK | 0.7 | 227.50 |
| 06-07-04 | Telephone conference with client; telephone conferences with opposing counsel (x2); draft revisions to Disclosure Statement and Plan. | JDN | 1.1 | 181.50 |
| 06-09-04 | Telephone conferences with client (x2); draft revisions to Plan and Disclosure Statement re number of subleases. | JDN | 0.9 | 148.50 |
| 06-10-04 | Correspondence with client and opposing counsel (via e-mail) re modifications to Plan and Disclosure Statement; file with court. | JDN | 1.1 | 181.50 |
| 06-16-04 | Correspondence with client | | | |

Henson & Efron

PROFESSIONAL ASSOCIATION

July 16, 2004

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 129661

Page 3

| Date | Description of Services | Atty | Hours | Amount |
|-----------------|---|------|-------|--------|
| | re confirmation hearing dates. | JDN | 0.2 | 33.00 |
| 06-17-04 | Telephone conference with client (x2) and clerk of court re continuance of confirmation hearing. | JDN | 0.3 | 49.50 |
| | Subtotal | | 4.3 | 821.50 |
| Trustee Issues: | | | | |
| 06-28-04 | Correspondence with client re operating report. | JDN | 0.1 | 16.50 |
| | Subtotal | | 0.1 | 16.50 |
| | | | | ----- |
| | Total Fees | \$ | | 871.00 |

| Date | Disbursement Description | Amount |
|----------|---------------------------------|-----------|
| 06-30-04 | Postage | 13.20 |
| 06-30-04 | Postage | 97.28 |
| | Long Distance Telephone Expense | 0.33 |
| | Photocopies (Client) | 408.80 |
| | | ----- |
| | Total Disbursements | \$ 519.61 |

220 South Sixth Street, Suite 1800
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Henson & Efron
PROFESSIONAL ASSOCIATION

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Facsimile (612) 339-6364

Federal I.D. Number 41-1283034

August 4, 2004

WAYZATA CORPORATE PARTNERS
C/O ANDREAS DEVELOPMENT COMPANY
ATTN DAVID LUSE
708 E LAKE STREET
WAYZATA, MN 55391

Re: CHAPTER 11
BANKRUPTCY/POST-DECREE
INVOICE # 130361
I.D. W505-39048 - WIK

For Services Rendered Through August 4, 2004

| | | | |
|-----------------------|--------|----|-----------|
| Previous Balance | | \$ | 89,202.33 |
| Current Fees | 540.00 | | |
| Current Disbursements | 51.41 | | |
| TOTAL DUE | | \$ | 89,793.74 |

| Timekeeper | Hours | Rate | | Amount |
|------------------|-------|--------|----|--------|
| WLLIAM I KAMPF | 1.0 | 325.00 | \$ | 325.00 |
| JOEL D NESSET | 1.2 | 165.00 | \$ | 198.00 |
| GETEY M. STEINKE | 0.2 | 85.00 | \$ | 17.00 |

Henson & Efron

PROFESSIONAL ASSOCIATION

August 4, 2004

WAYZATA CORPORATE PARTNERS
Re: CHAPTER 11 BANKRUPTCY/POST-DECREE
I.D. W505-39048- WIK
Invoice # 130361

Page 2

| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|--------|
| : | | | | |
| 07-13-04 | Answer creditor telephone calls regarding case. | GMS | 0.2 | 17.00 |
| | Subtotal | | 0.2 | 17.00 |
| : | | | | |
| 07-22-04 | Review ballots. | JDN | 0.2 | 33.00 |
| 08-02-04 | Telephone conference and correspondence with client re confirmation hearing. | JDN | 0.3 | 49.50 |
| 08-03-04 | Prepare and forward outline of testimony for confirmation hearing; draft related correspondence to client. | JDN | 0.7 | 115.50 |
| 08-04-04 | Prepare for and attend confirmation hearing; conference with client. | WIK | 1.0 | 325.00 |
| | Subtotal | | 2.2 | 523.00 |
| | | | ----- | |
| | Total Fees | \$ | | 540.00 |

| Date | Disbursement Description | Amount |
|----------|--------------------------|----------|
| 07-31-04 | Postage; July | 19.61 |
| | Photocopies (Client) | 31.80 |
| | | ----- |
| | Total Disbursements | \$ 51.41 |

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Wayzata Corporate Partners LLC

Debtor.

Case No. 03-45135

Chapter 11 Case

PROOF OF SERVICE

The undersigned states under penalty of perjury that she is an employee of Henson & Efron, P.A., and in the course of said employment she served or caused to be served, the following:

**Notice of Hearing and Application for Allowance of Fees And Expenses
for Attorney for Debtor**

on the entities named below or as specified by enclosing true and correct copies of same in an envelope, properly addressed and postage prepaid, and depositing same in the United States mail.

Parties on attached matrix

Dated: September 4, 2004

/e/ Getey Steinke

Prestige
800 Industry Ave
Anoka MN 55303

United States Trustee
1015 US Courthouse
300 S 4th Street
Minneapolis MN 55402

Associated Bank Minnesota
C/O Ben G Campbell, Esq
333 S 7th St, #2000
Minneapolis MN 55402

Prism
7523 Commerce St W
Corcoran MN 56340

United States Attorney
600 Us Courthouse
300 S 4th St
Minneapolis MN 55415

Transitions Inc
Andrew P Moratzka
901 Marquette Ave #1400
Minneapolis MN 55402

R&O Elevator
8310 Pillsbury Ave S
Bloomington, MN 55420

State Of Minnesota
Dept Of Manpower Services
390 N Robert St
St Paul MN 55101

IRS Office Of Chief Counsel
650 Galtier Plaza
380 Jackson St
St Paul MN 55101

Registered Locksmiths
4820 Minnetonka Blvd
St Louis Park MN 55416

MN Dept Of Revenue
Bankruptcy Section
Po Box 64447
St Paul MN 55164

Sarah J Wencil, Esq.
Us Trustee Office
300 S 4th St, Rm 1015
Minneapolis MN 55415

Serbus
Po Box 239
Victoria MN 55386

Internal Revenue Service
Stop 5700 Bky
316 N Robert St
St Paul MN 55101

Andreas Development Co.
7525 Mitchell Rd #110
Eden Prairie MN 55344

St Paul Linoleum & Carpet
2956 Center Ct
Eagan MN 55121

Div Corp Regulation
Securities & Exchange Comm
450 5th St W
Washington DC 20549

Wayzata Corporate Partners Llc
708 E Lake St
Wayzata, MN 55391

Clocktower Venture
c/o C Scott Massie
1055 E Wyazata Blvd
Wayzata MN 55391

Securities & Exchange Comm
Bankruptcy Section
175 W. Jackson Blvd #900
Chicago IL 60661

Clocktower Venture
C/O C Scott Massie
1055 E Wayzata Blvd
Wayzata MN 55391

Tekton
9641 James Ave S
Bloomington MN 55431

Great Plains Millwork
C/O James K Sander
4050 Olson Memorial Hwy
Suite 195
Golden Valley MN 55422

Clocktower Venture
The Johnson Firm Pllc
609 Castle Ridge Rd #318
Austin TX 78746

Thomas Commerford
14906 Blakeney Road
Eden Prairie MN 55347

Macron Interior Transitions Inc
C/O Timothy J Grande
901 Marquette Ave, #1400
Minneapolis MN 55402

Andreas Development Co
7525 Mitchell Rd #110
Eden Prairie MN 55344

Timothy Grande
Mackall Crounse & Moore
901 Marquette Ave 1400
Minneapolis MN 55402

TC Investments
Thomas Commerford
C/O Burstein Law Firm
510 1st Ave S, #610
Minneapolis MN 55403

Andreas Development Co
300 No. Dakota Ave #505
Sioux Falls SD 57104

United Building Center
412 East Third Street
Hastings MN 55033

Wayzata Corp Partners
C/O Ben G Campbell
333 2 7th St, #2000
Minneapolis MN 55402

Associated Bank
222 Bush S
Po Box 42
Red Wing MN 55066

Hennepin Co. Sheriff
Hennepin Co. Courthouse
Minneapolis, MN 55415

Ikon Office Solutions
P O Box 13708
Macon GA 31208-3708

Associated Bank
5353 Wayzata Blvd
St Louis Park MN 55416

BDH&Young
4510 W 77th St #101
Edina MN 55435

Cambridge Commercial Realty
4530 W 77th St #101
Edina MN 55435

Cincinnati Life Insurance Co
Po Box 145496
Cincinnati OH 45250

Clock Tower
C/O J Stielow
609 Castle Ridge Rd 205
Austin TX 78746

Clocktower Ventures
609 Castle Ridge Rd #205
Austin TX 78746

Gilbertencompass
4451 W 76th Street
Minneapolis MN 55436

Eschelon Telecom Inc
730 Second Ave S #1200
Minneapolis MN 55402

GC Communications
35 Hazel St #100
Tonka Bay MN 55331

Great Plains Millwork
6866 33rd St N
Oakdale MN 55128

Glewwe Doors
935 Apollo Rd
Eagan MN 55121

Grazzini
1175 Eagan Industrial Blvd
Eagan MN 55121

Plum Investments
Peter Pflaum
700 E Lake St
Wayzata MN 55391

Ikon Office Solutions
Great Lakes District
Po Box 802558
Chicago IL 60680

James K Sander
4050 Olson Memorial Hwy
Suite 195
Golden Valley MN 55422

Marcon Interior Transitions
2260 Jennifer Lane
N St Paul MN 55109

Midwest Blinds
2611 W Hwy 13
Burnsville MN 55337

Northern Glass & Glazing
200 W 88th St
Bloomington MN 55420

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Wayzata Corporate Partners LLC,

Debtor.

BKY 03-45135

Chapter 11 Case

ORDER ALLOWING FEES

This case came before the Court on an application for allowance of fees and expenses, filed by Henson & Efron, P.A., counsel for the Debtor. Appearances, if any, were noted on the record. Based on the application and the file, record and proceedings herein,

IT IS ORDERED:

1. Henson & Efron, P.A. is allowed compensation in the amount of \$131,414.00 and reimbursement of costs in the amount of \$6,708.24, for a total allowed amount of \$138,122.24.
2. Henson & Efron, P.A. is authorized to apply any funds it is holding in its retainer in payment of the allowed fees and costs.
3. The Debtor is authorized and directed to disburse to Henson & Efron, P.A., after any application of the retainer as provided for in Term 2 above and after taking into account prior payments by the Debtor, funds in the amount of the balance remaining of the fees and expenses allowed Henson & Efron, P.A. hereunder.

BY THE COURT:

Dated: _____

U.S. Bankruptcy Judge